

**MARVEL**

PREMIERE  
EDITION

# ULTIMATE SPIDER-MAN

A full-page illustration of Spider-Man in his classic red and blue suit. He is shown in a dynamic, acrobatic pose, with one leg extended upwards and the other bent. His hands are positioned as if he is about to shoot a web. The background is a deep blue with a subtle, intricate spider web pattern. The entire cover is framed by a solid red border.

**POWER AND  
RESPONSIBILITY**

# ULTIMATE SPIDER-MAN



**POWER & RESPONSIBILITY**

# ULTIMATE SPIDER-MAN

## POWER & RESPONSIBILITY

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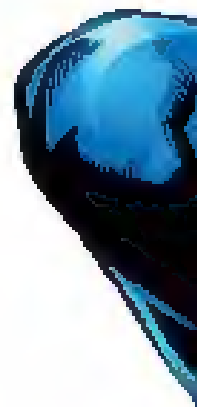
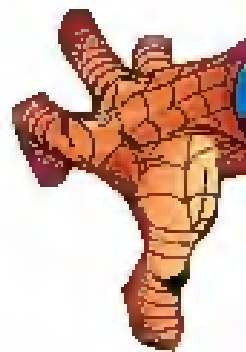
**SPECIAL THANKS TO** SPRING HOTELING & CARRIE BEADLE

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**CHAPTER 1: POWERLESS**

**CHAPTER 2: GROWING PAINS**

**CHAPTER 3: WANNABE**

**CHAPTER 4: WITH GREAT POWER**

**CHAPTER 5: LIFE LESSONS**

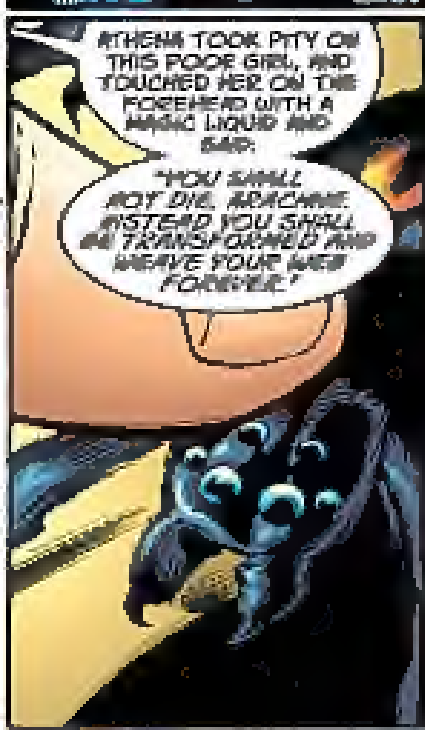
**CHAPTER 6: BIG TIME SUPER HERO**

**CHAPTER 7: REVELATIONS**









STAN  
LEE  
PRESENTS

# POWERLESS

OSBORN INDUSTRIES, MAIN  
LABORATORY FACILITY, LONG  
ISLAND, NEW YORK

MR. OSBORN,  
YOUR LAWYER IS ON  
THE CELL PHONE. SAYS  
IT'S IMPORTANT.

IMPORTANT  
TO WHOM?

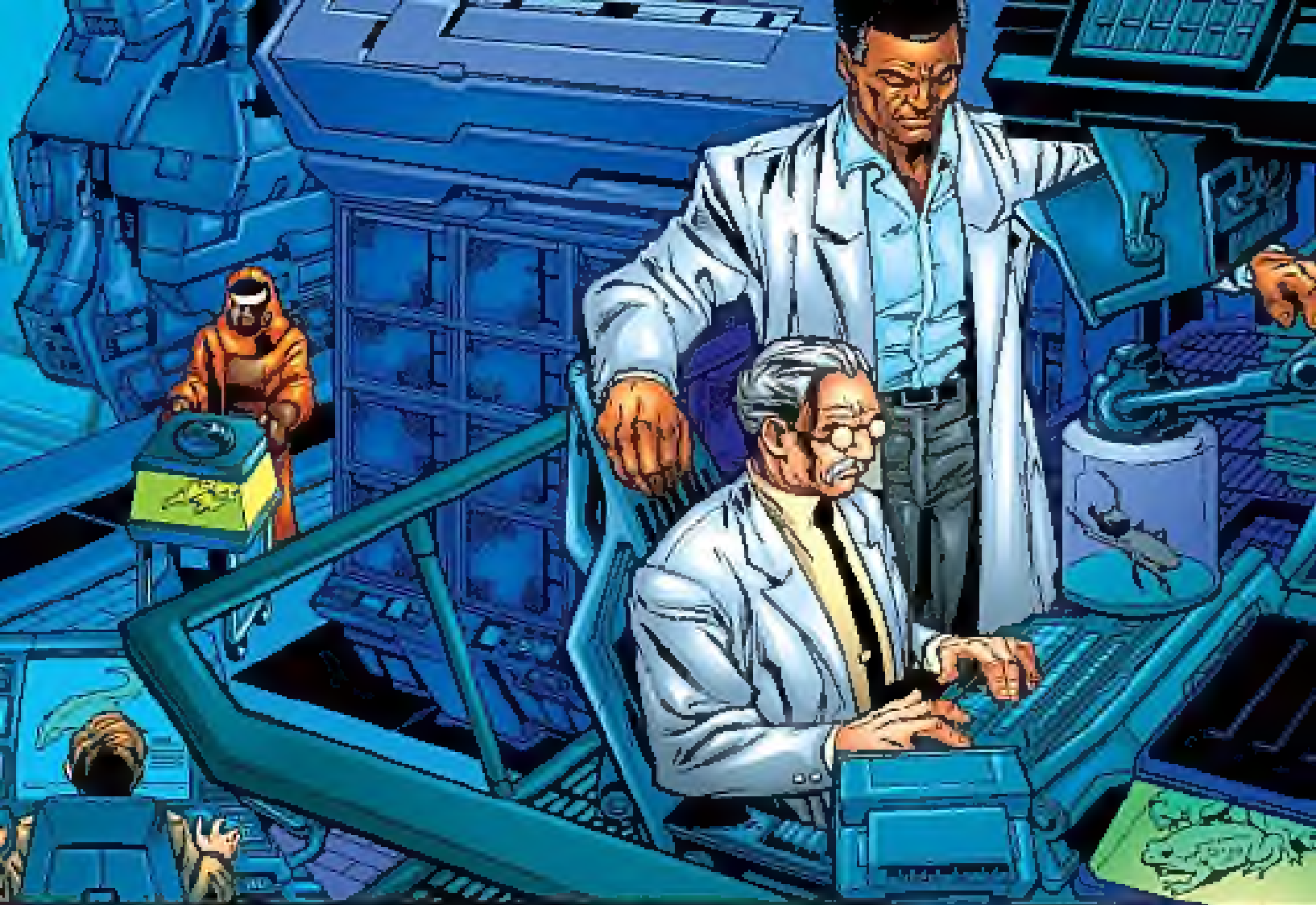
Based on the original story in  
Amazing Fantasy #15 by  
Stan Lee and Steve Ditko.

I TOLD YOU I  
DON'T WANT TO  
BE BOTHERED IN  
MY LAB. TELL HIM  
THERE IS NO ROOM  
TO NEGOTIATE.  
WHAT? NO. I  
SAID NO.

AND NOW  
THAT YOU  
DISTURBED  
ME, LET ME  
DISTURB  
YOU.

LET ME TELL YOU WHAT  
"OZ" MEANS. OZ IS A  
WONDER DRUG. OZ IS  
MY MOST SIGNIFICANT  
INVENTION.

LET ME  
TELL YOU WHAT  
THIS NEW DISCOVERY  
IS GOING TO MEAN  
TO THE COUNTRY'S  
ECONOMY! YES --  
YES.



THE TESTING IS GOING VERY WELL. EXTREMELY WELL. WE ARE PRODUCT-TESTING IT NOW. WHAT? ON -- ON ALL SORTS OF -- ON MAMMALS, INSECTS.



THE SPIDER ESPECIALLY HAS HAD SOME FASCINATING -- WELL, BELIEVE ME, IF I COULD GET AWAY WITH HUMAN SUBJECTS AT THIS STAGE, I WOULD. IT'D START WITH YOU. BUT YES, HUMAN TESTING IS THE NEXT LOGICAL PHASE AND WE ARE LOOKING INTO --

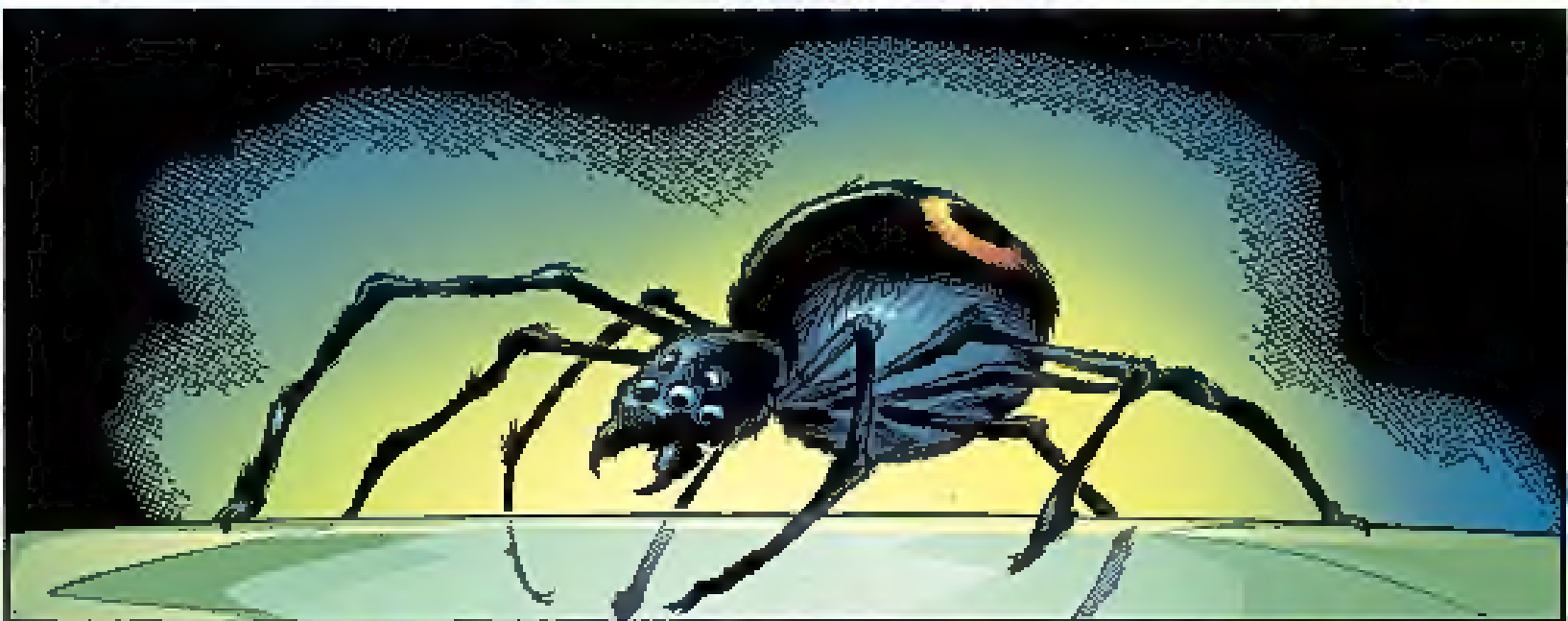


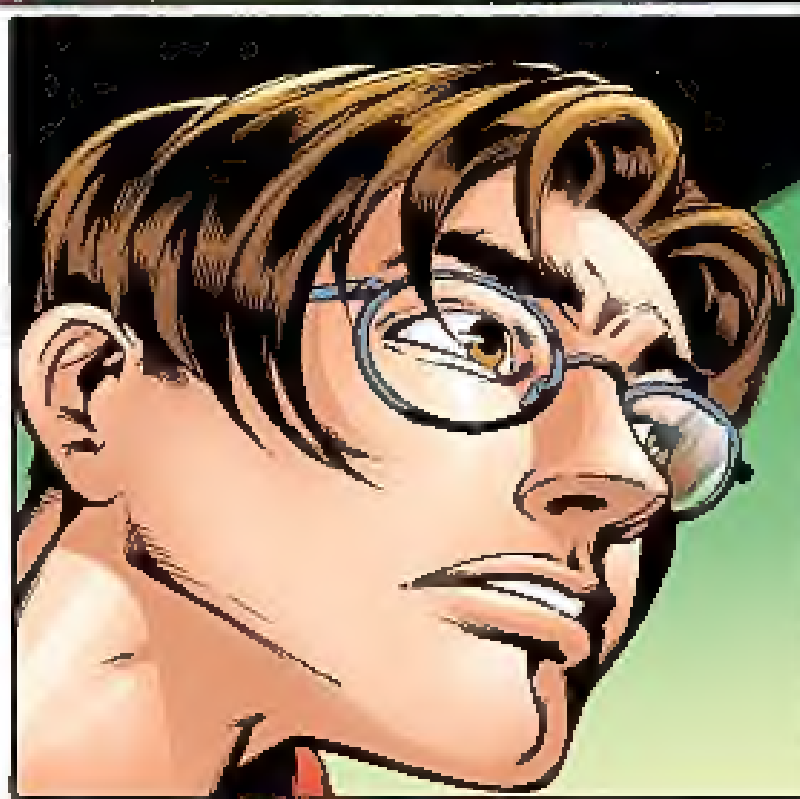
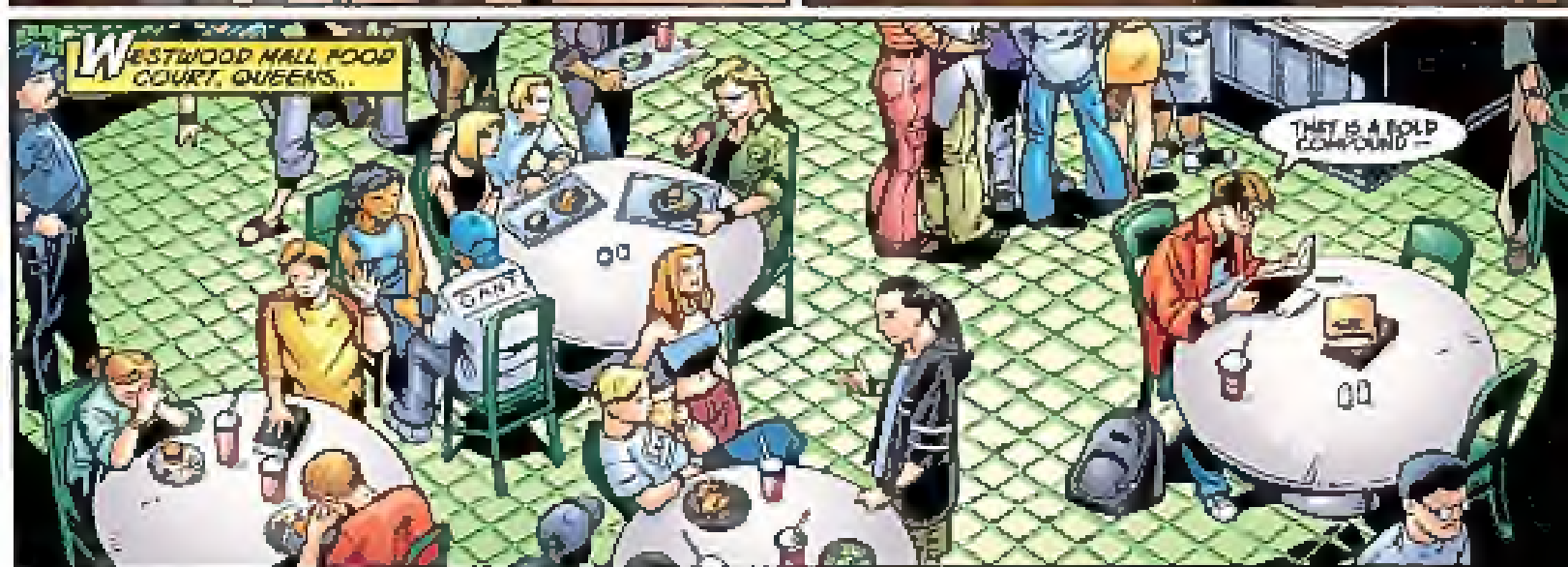
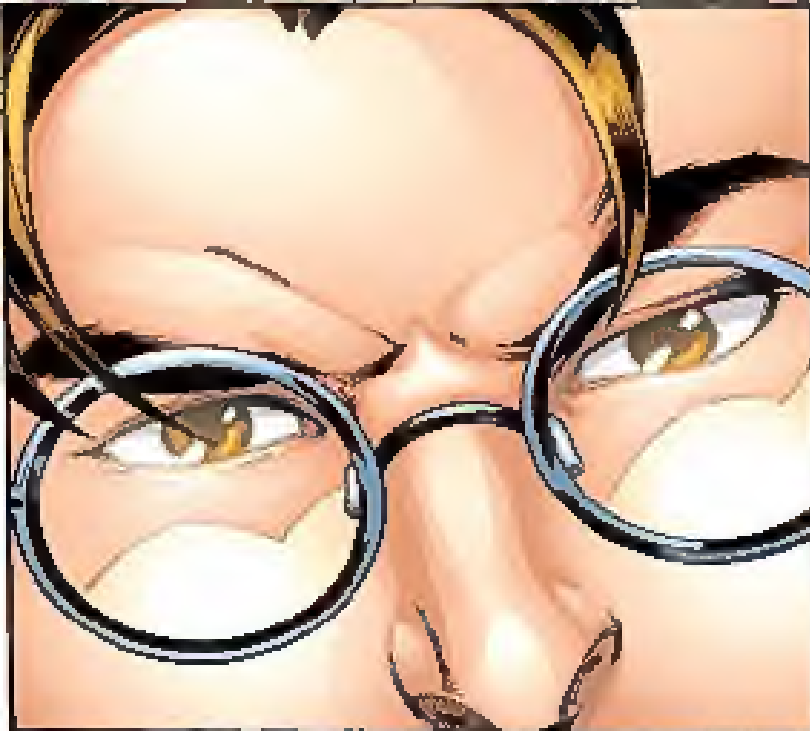
WELL, YOU TELL HIM THIS IS MY COMPANY AND MY DISCOVERY AND IF HE DOESN'T LIKE IT -- THAT'S RIGHT. OSBORN INDUSTRIES IS THE NAME ON THE DOOR, NOT -- RIGHT, GOOD.



AS LONG AS WE ALL KNOW WHO'S IN CHARGE HERE, WE'LL ALL BE FINE.









GIVE IT TO ME TWO TIMES! HA HA!

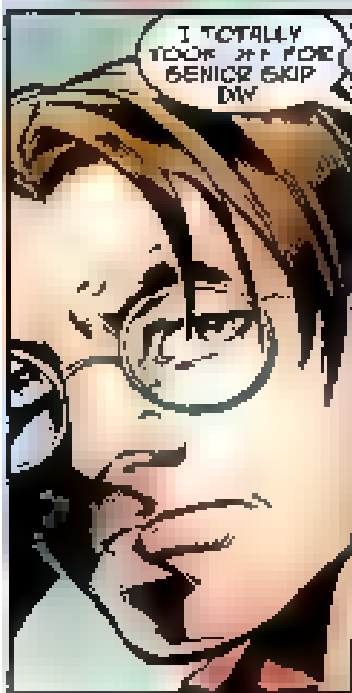
YOU CRAZY!

OH MY GOSH I TOTALLY FORGOT TO TELL YOU

WHAT?

I'M ALIVE IN THE DOGHOUSE AT HOME

WHY?



I TOTALLY TOOK OFF FOR SENIOR SKIP DAY

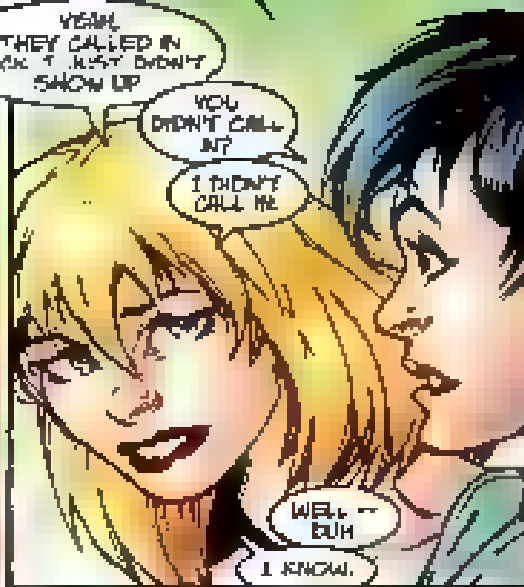


SO -

SO, I'M TOTALLY GROUNDED AND

WHY? EVERYBODY SKIPPED FOR SENIOR SKIP DAY.

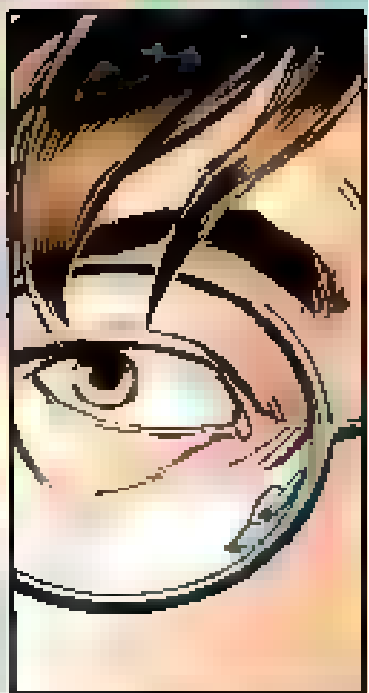
YEAH, THEY CALLED IN LATE, I JUST DIDN'T SHOW UP



YOU DIDN'T CALL HIM?

I DIDN'T CALL HIM

WELL - EHH I KNOW.



ALL I SAID, WHAT DID HE SAY? SHE SAID HE SAID HIS CELL PHONE WAS BROKEN, WHAT A DOG, RIGHT?

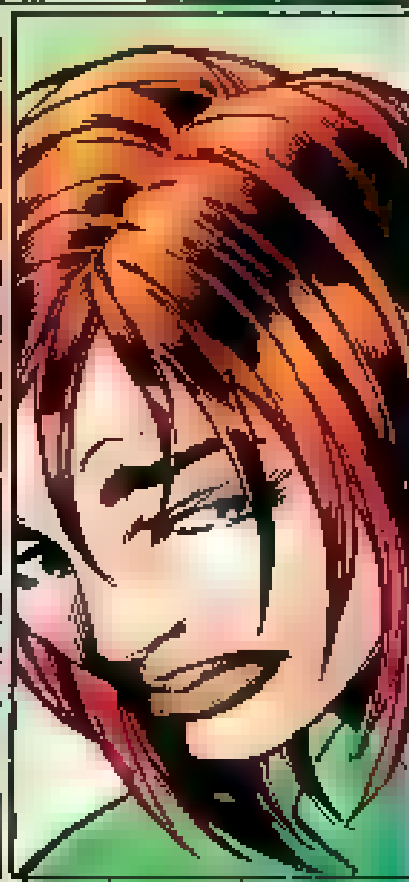
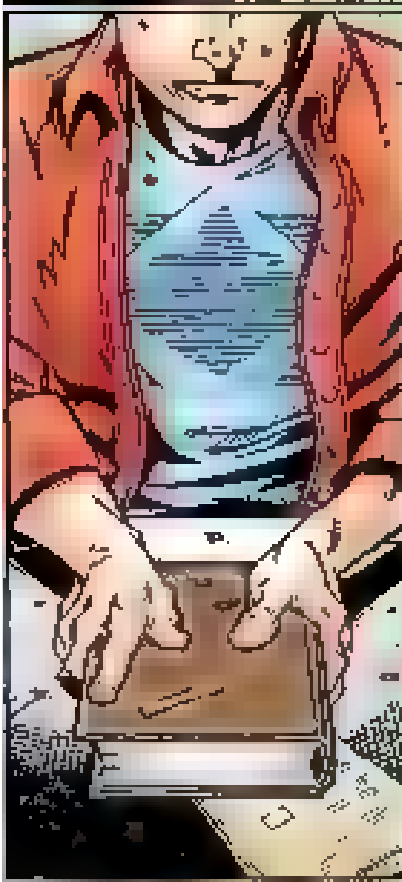
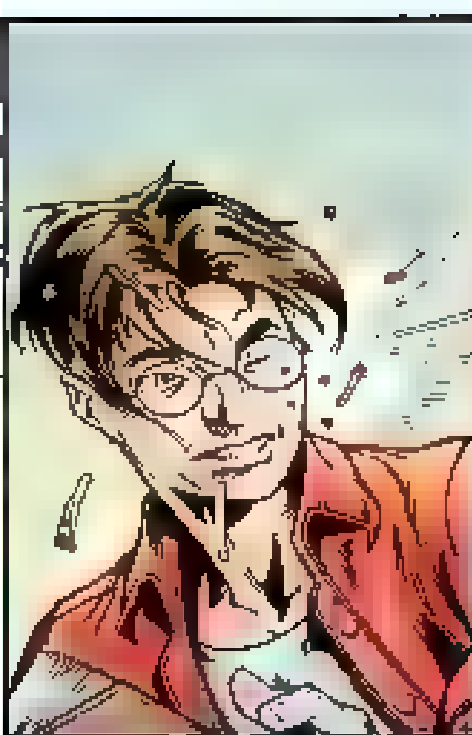
UH-HUH



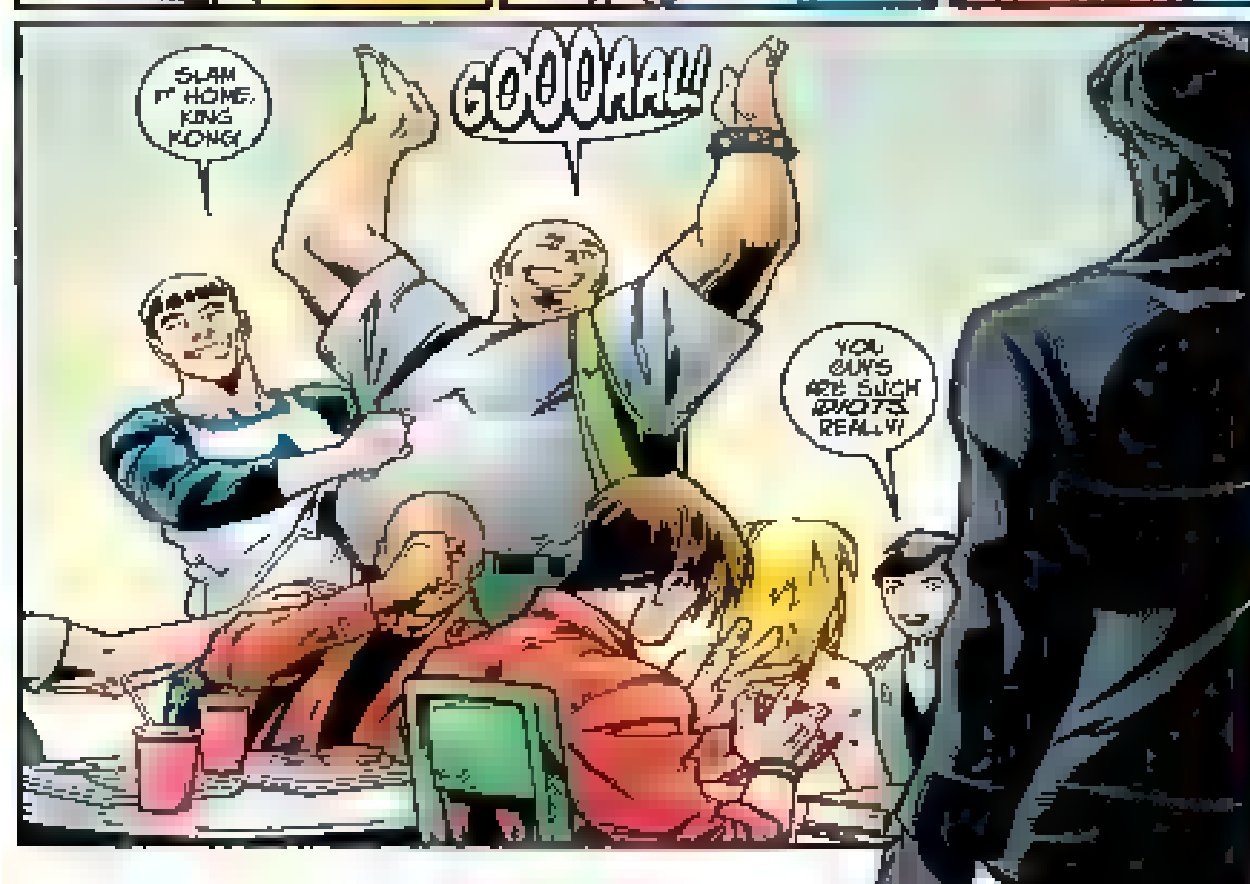
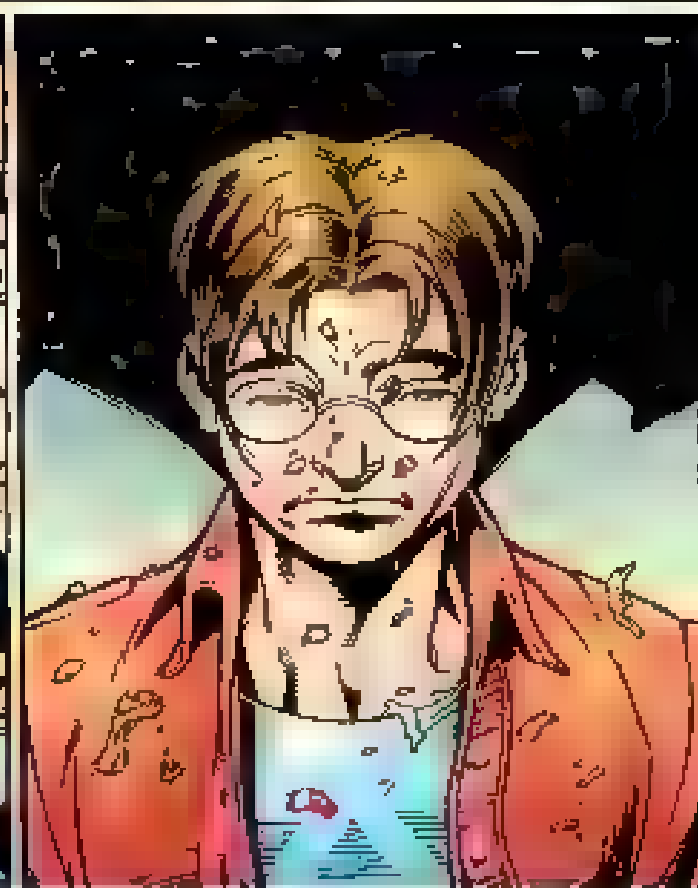
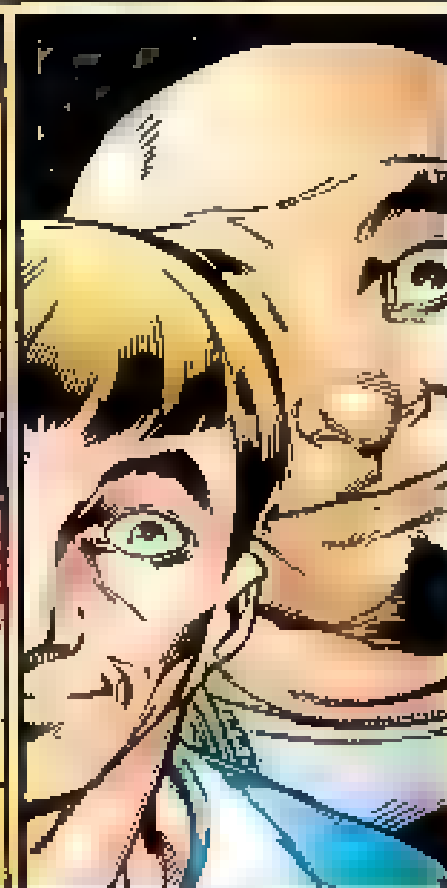
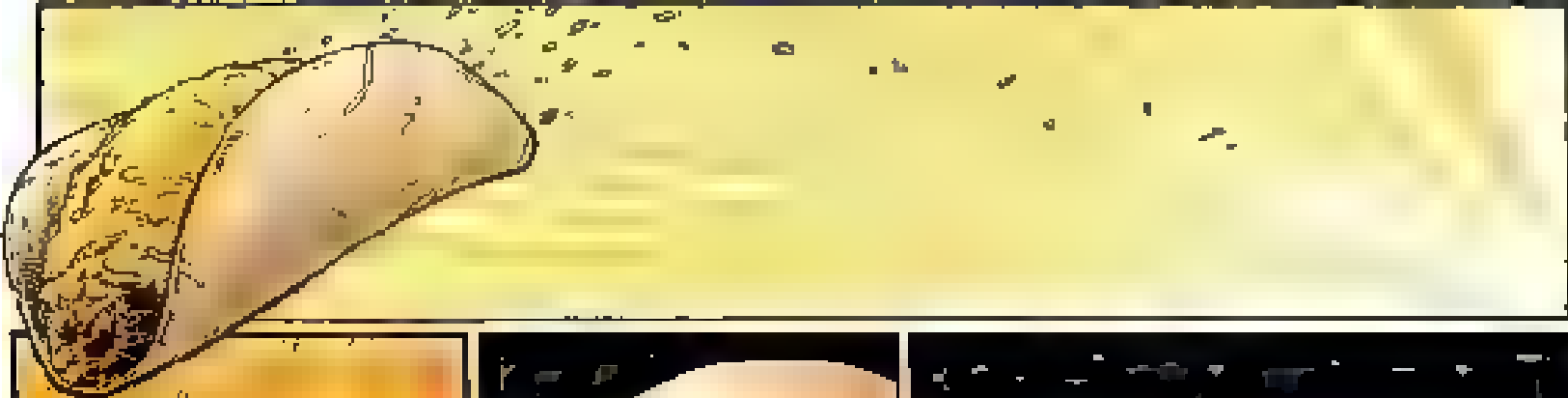
SO I TOLD HER TO TELL HIM



DROP DEAD, RIGHT?



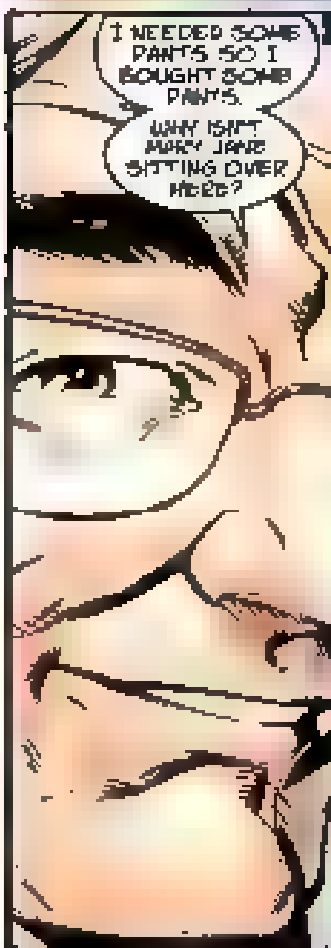






UNCLE BEN?  
WHAT? WHAT  
ARE YOU DOING  
HERE?  
I  
THOUGHT  
YOU WERE JUST  
DREAMING ME  
OFF

ISNT THAT  
MARY JANE  
OVER  
THERE?



I NEEDED SOME  
PANTS SO I  
BOUGHT SOME  
PANTS.  
WHY ISNT  
MARY JANE  
SITTING OVER  
HERE?



WHY, MARY  
JANE?  
GET  
OVER HERE,  
GIRL

DONT YOU  
LOOK LIKE  
A MILLION  
DOLLARS



DOESNT  
SHE LOOK FINE,  
PETER?

YEAH,  
SHE'S UP  
OF  
COURSE.



DRIFT



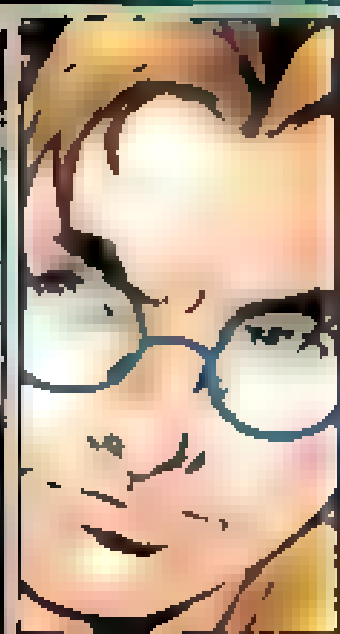
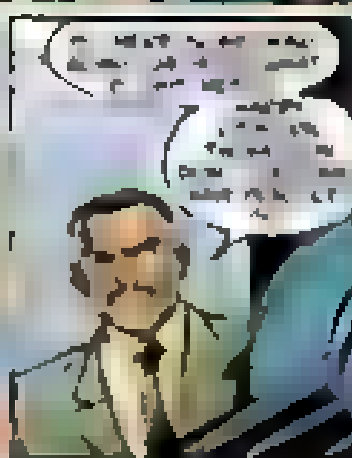
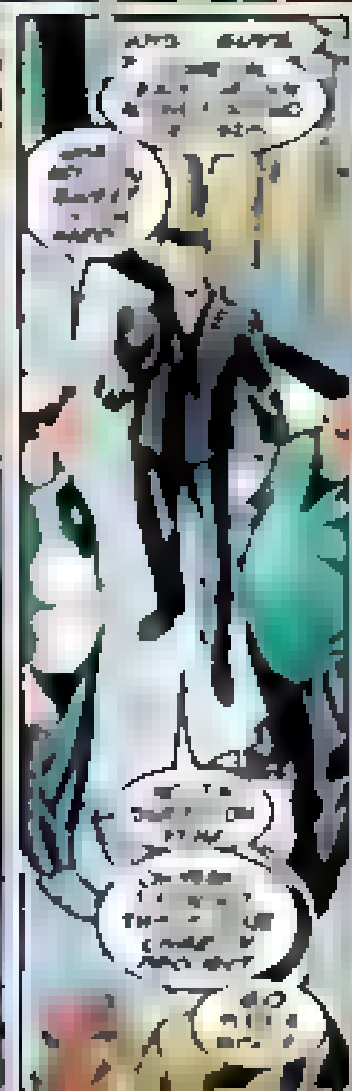
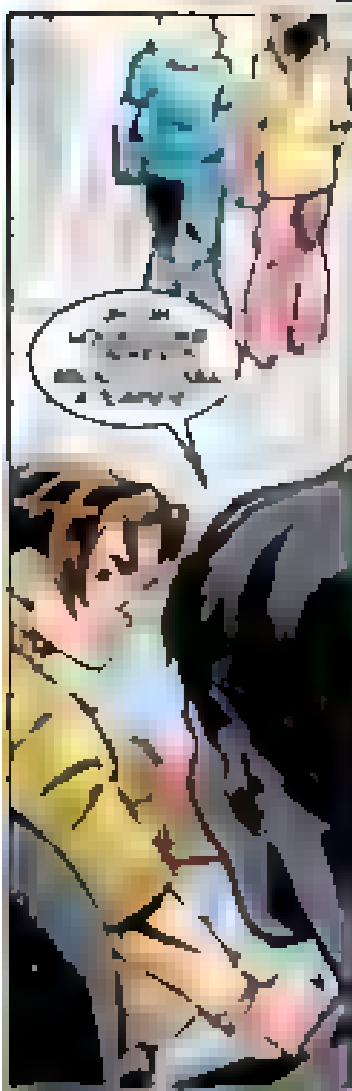
HEY MARY HOW'D  
THAT GO? FINE  
WHAT CHA ZOOOT  
BOOMERANG BROUGHT  
YOU AND PETER  
WERE WORKING  
ON GO?

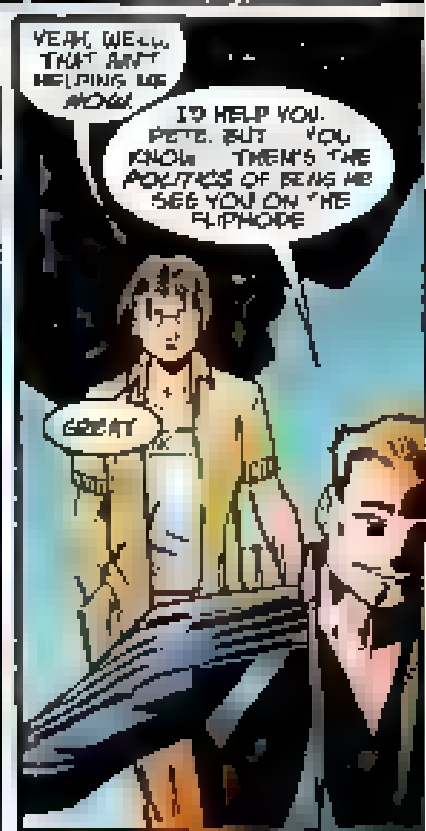
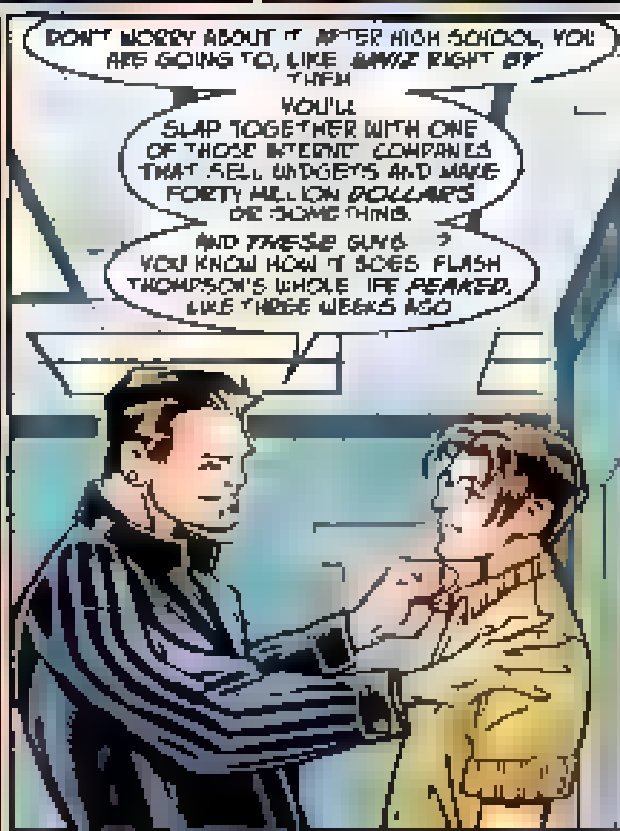
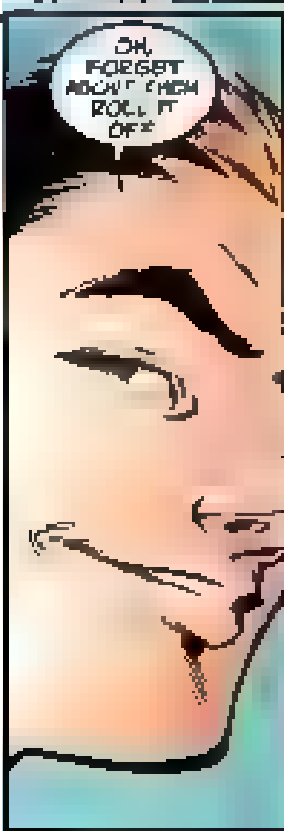
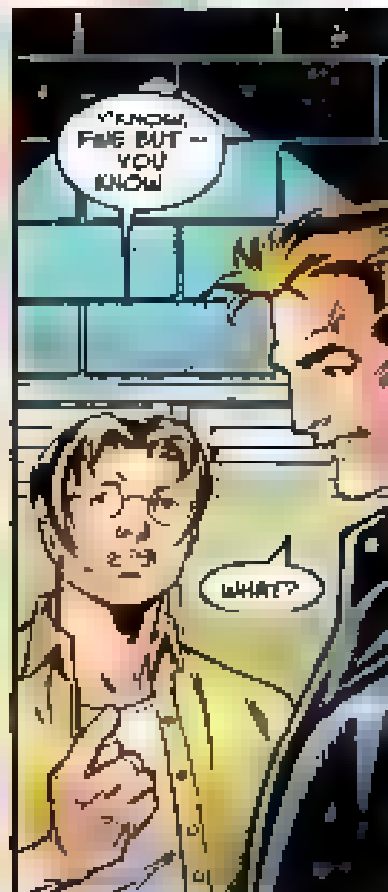
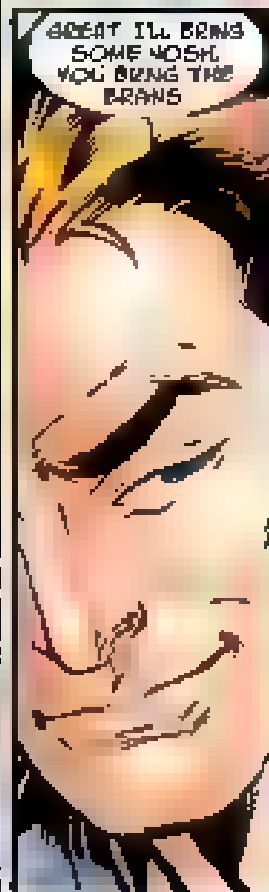
PETER  
DIDNT TELL  
YOU?

OH -- I DIDNT  
WANT TO BORE  
HIM WITH --?

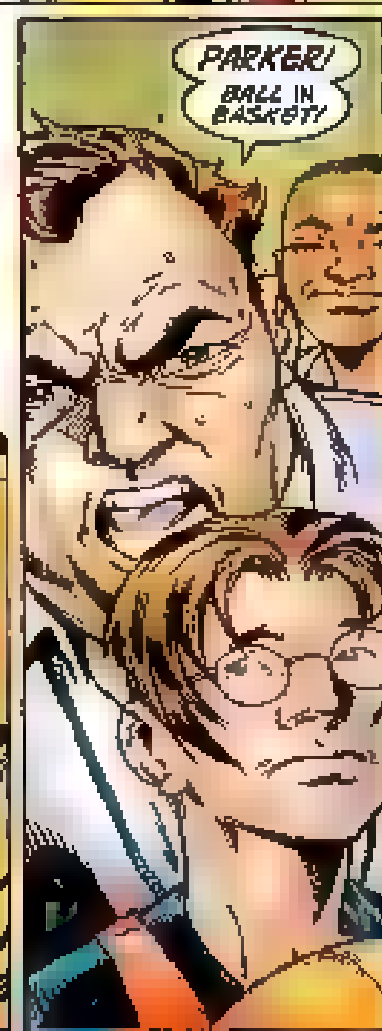
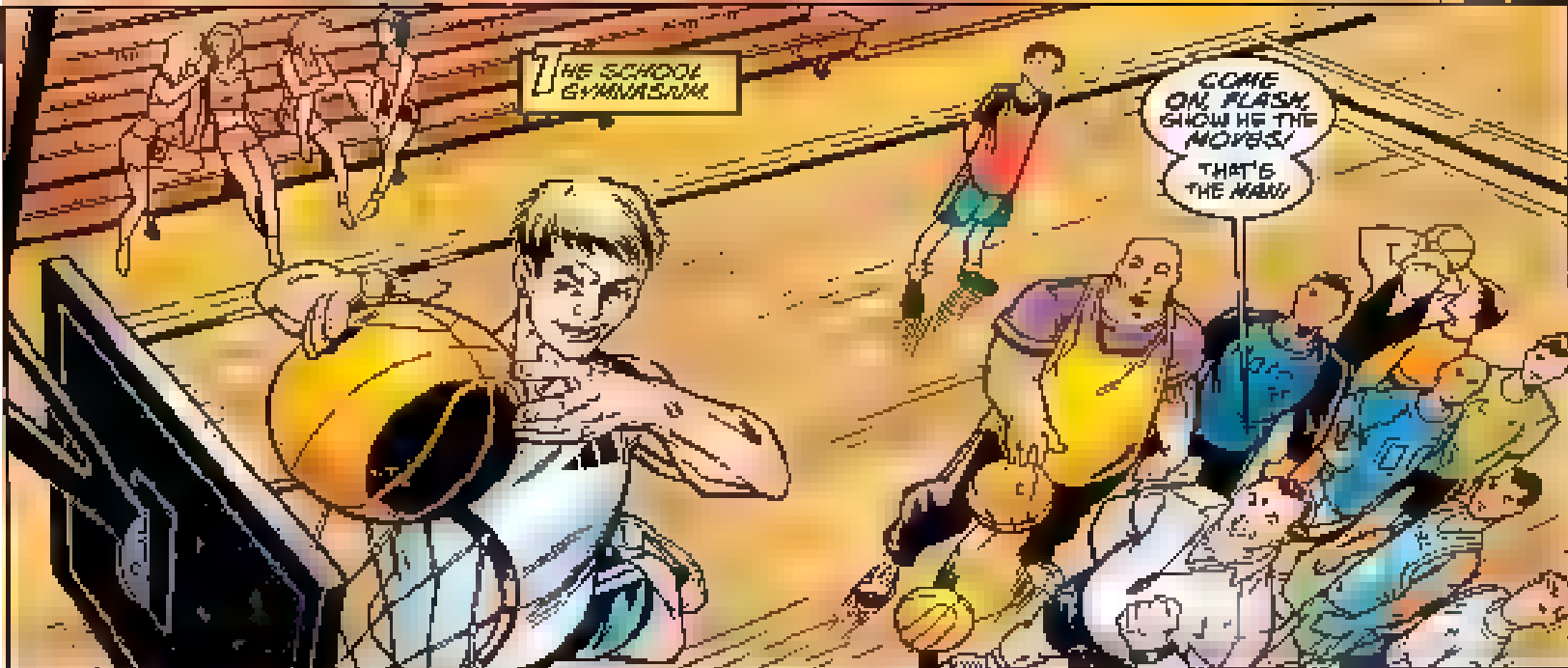
I  
THINK WE DID  
GOOD

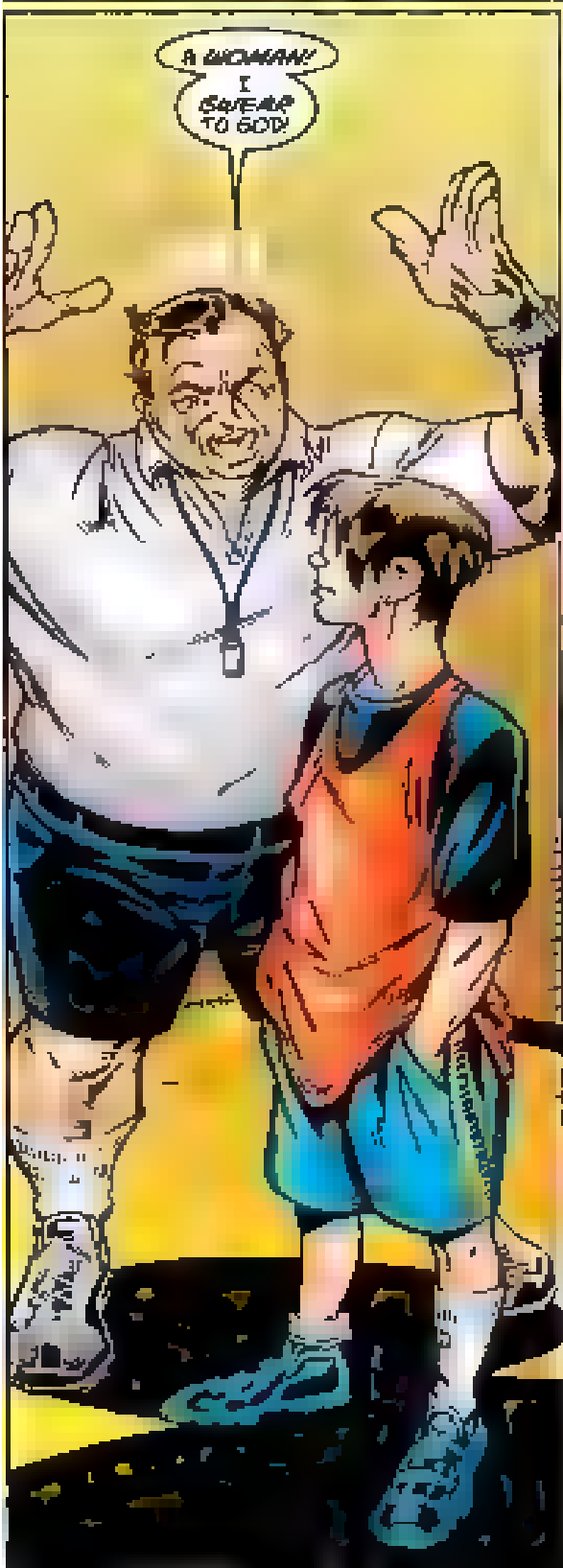
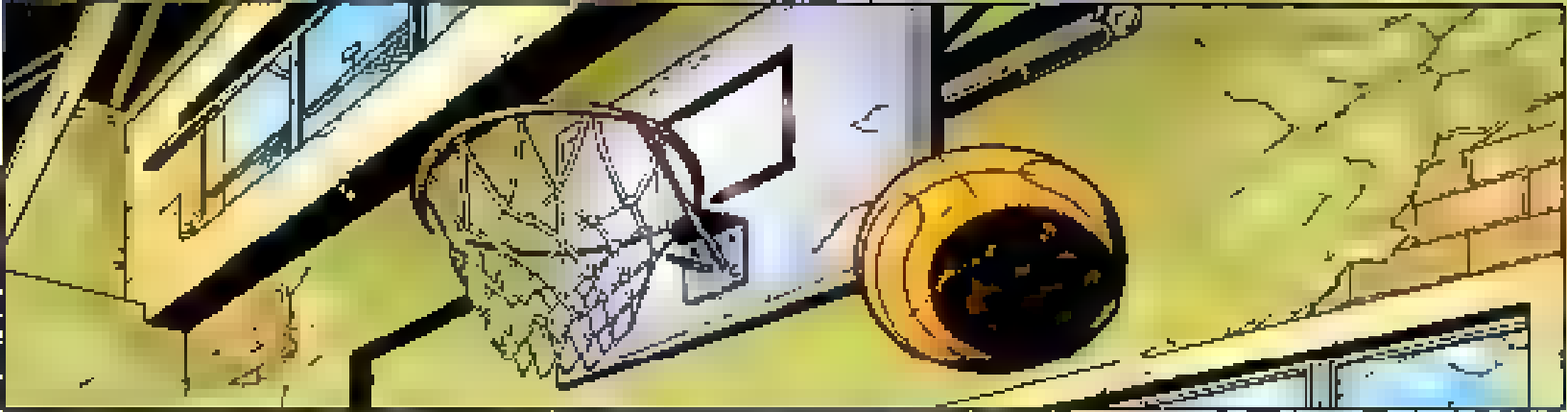
YOU DO  
GREAT YOU  
ALWAYS  
DO.



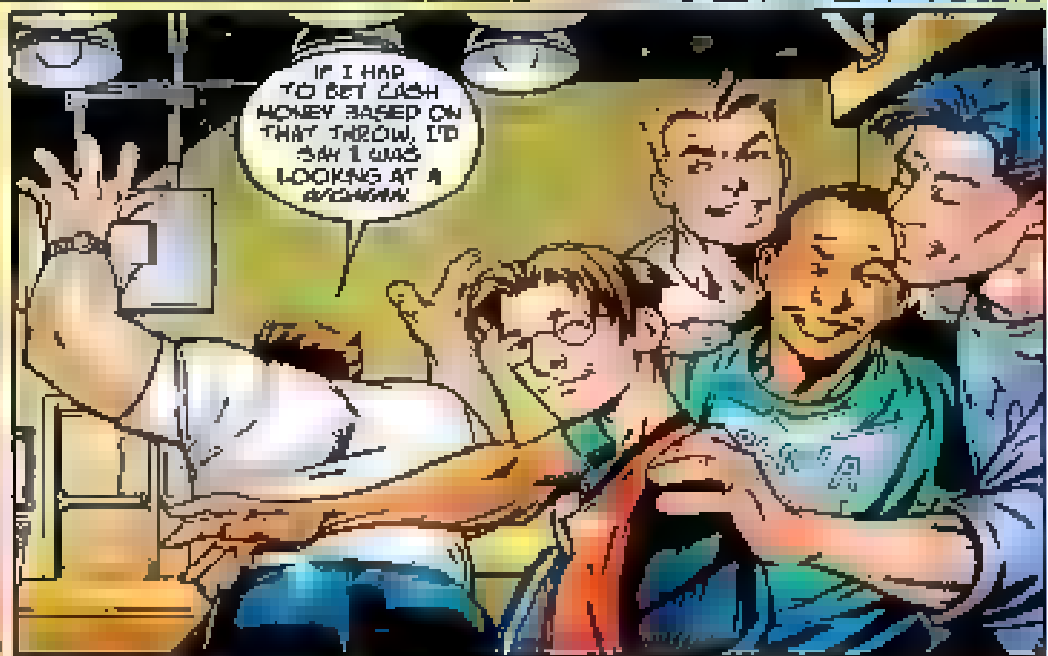




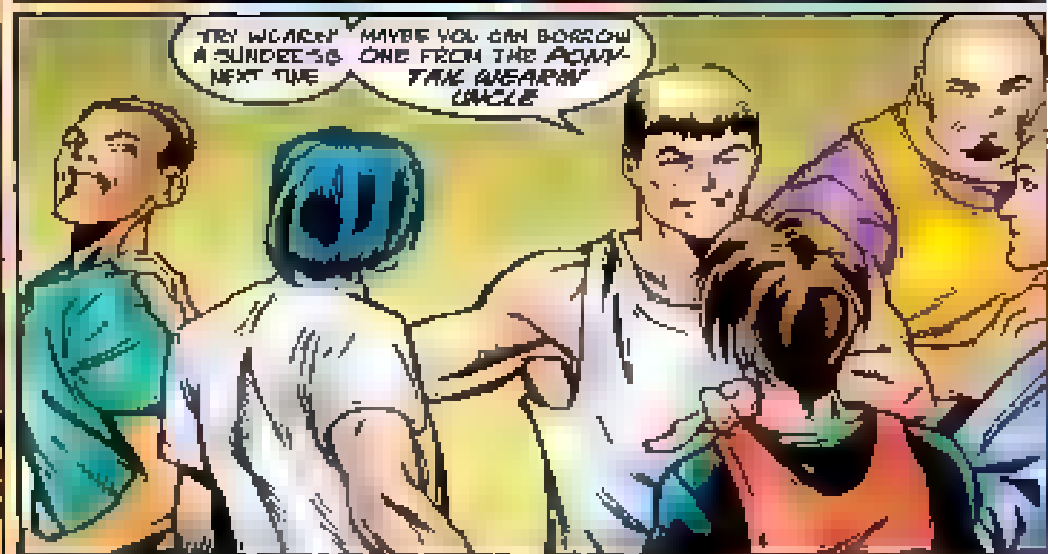




A WOMAN!  
I SWEAR  
TO GOD!

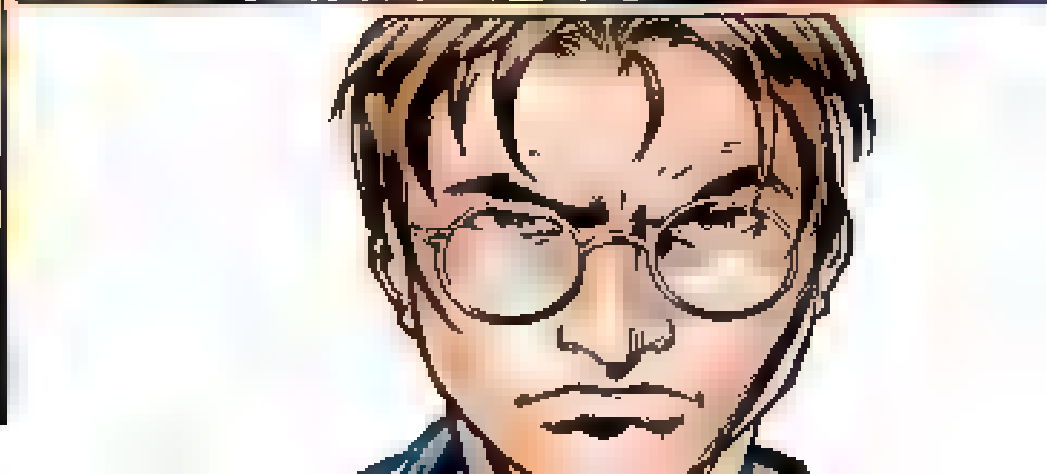


IF I HAD  
TO BET CASH  
BASED ON  
THAT THROW, I'D  
SAH I WAS  
LOOKING AT A  
WOMAN!



TRY WEARIN'  
A SUNDEE'S  
NEXT TIME

MAYBE YOU CAN BORROW  
ONE FROM THE AQUA  
TAN WEARIN'  
UNCLE



THE PARKER HOME,  
FOREST HILLS,  
QUEEN'S

SAD  
WHAT?  
SOCIAL ANXIETY  
DISORDER -  
WHAT?  
SOCIAL ANXIETY  
DISORDER

WILL YOU  
LEAVE  
THE KID  
ALONE?

I  
THINK IT'S WORTH  
INVESTIGATING

THEN  
LEAVE ME  
ALONE

DON'T YOU  
WORRY ABOUT  
OUR LITTLE  
PETER?

NO, NO I  
DON'T HE'S  
A SMART AND  
RESOURCEFUL  
KID

BUT  
HE'S SO  
QUIET

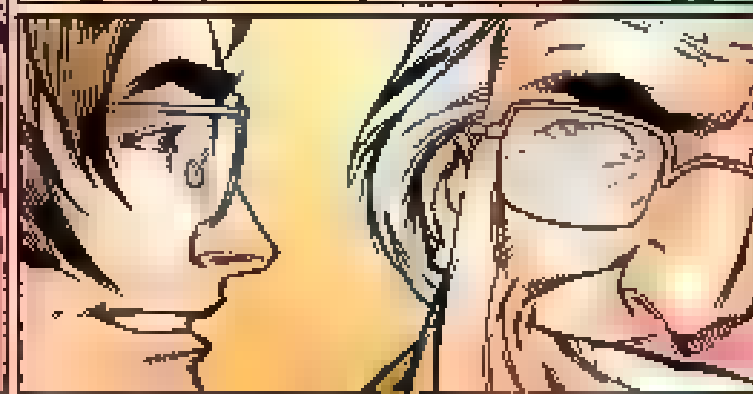
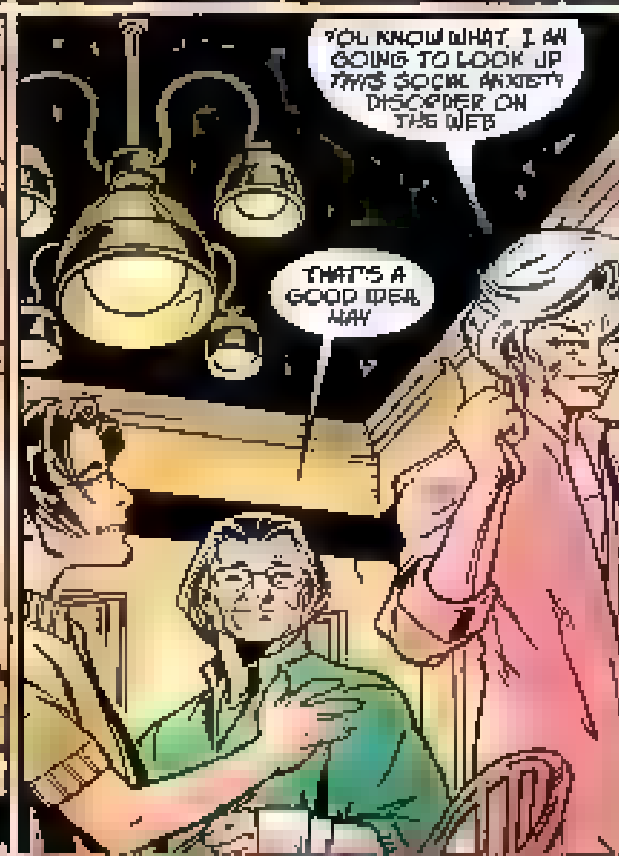
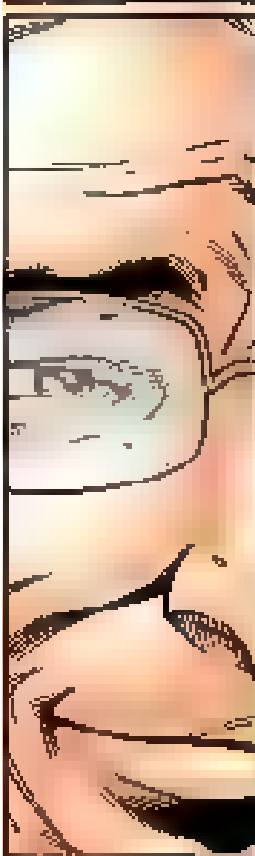
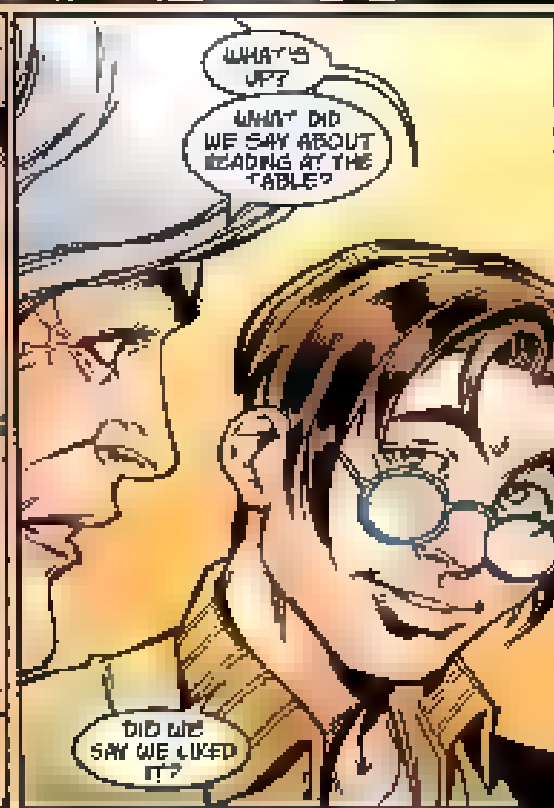
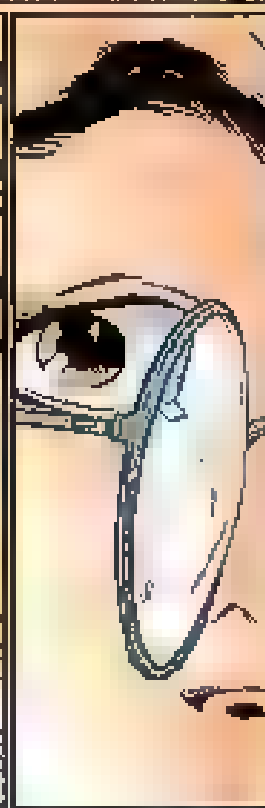
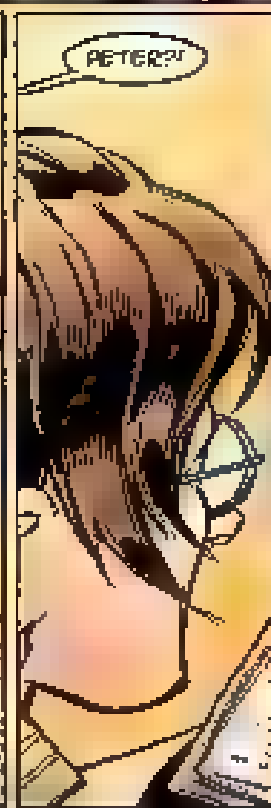
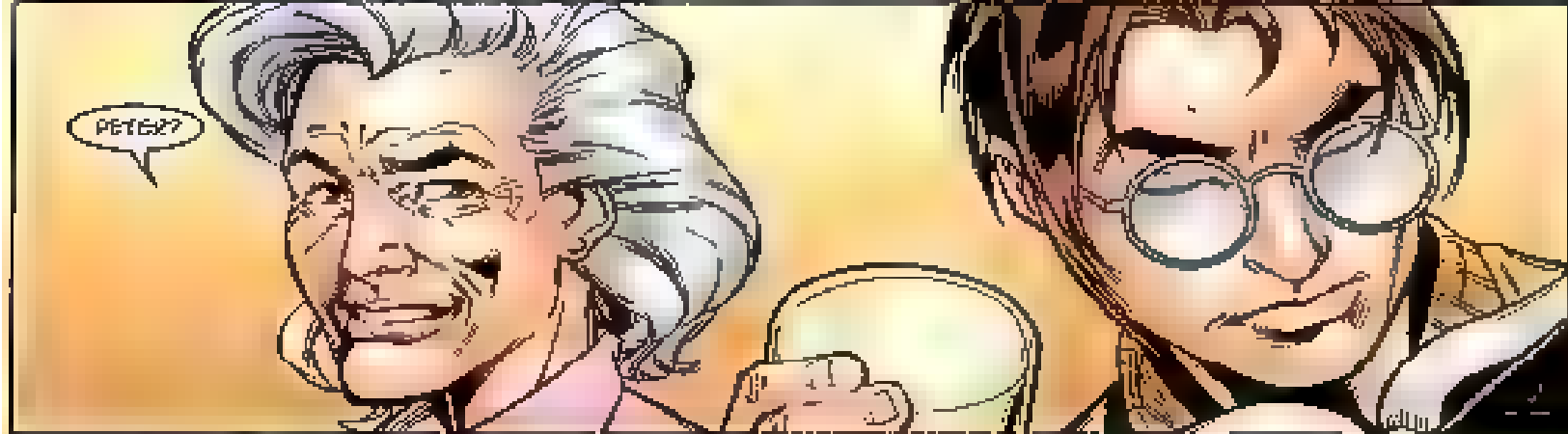
HE'S  
THINKING

I DON'T LIKE IT  
HE USED TO BE  
SUCH A HAPPY  
LITTLE BOY

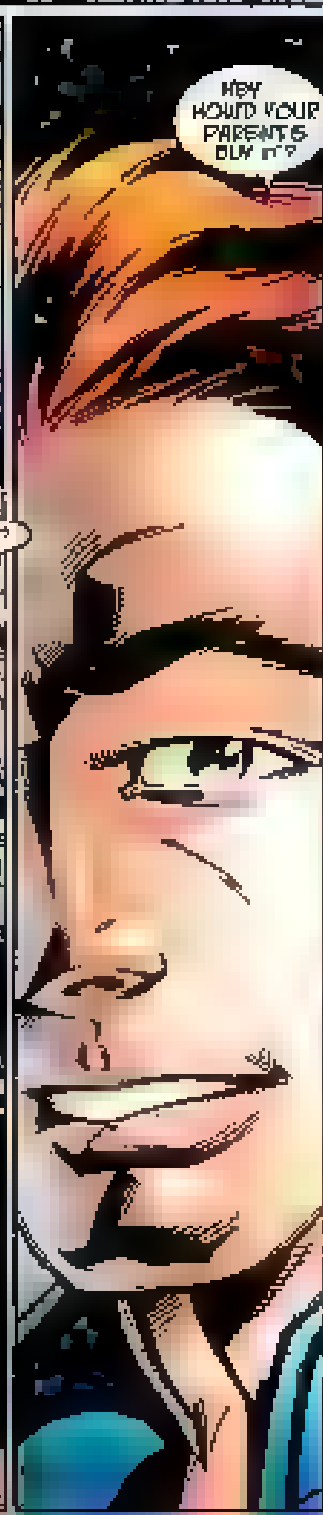
AND NOW HE'S  
A CONTEMPLATIVE  
LITTLE MAN

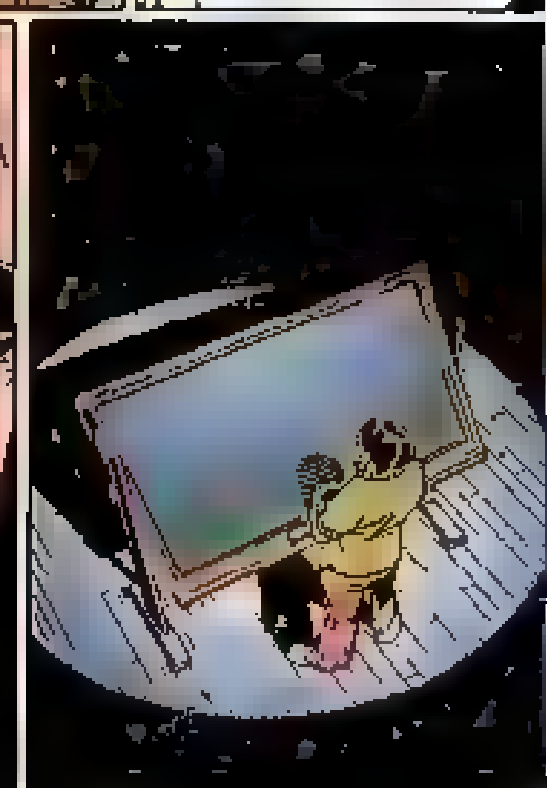
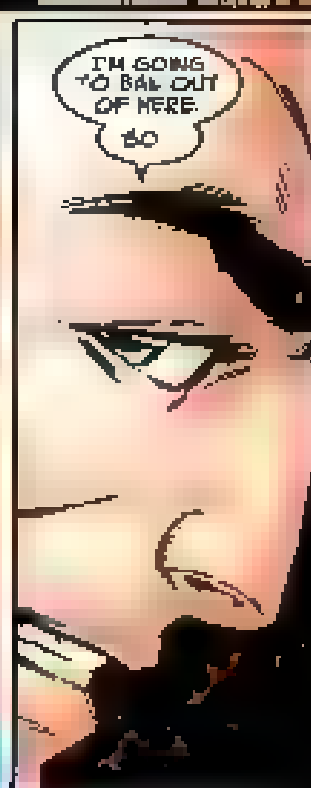
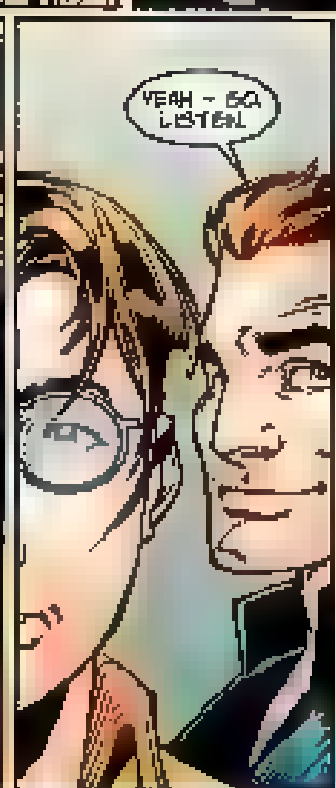
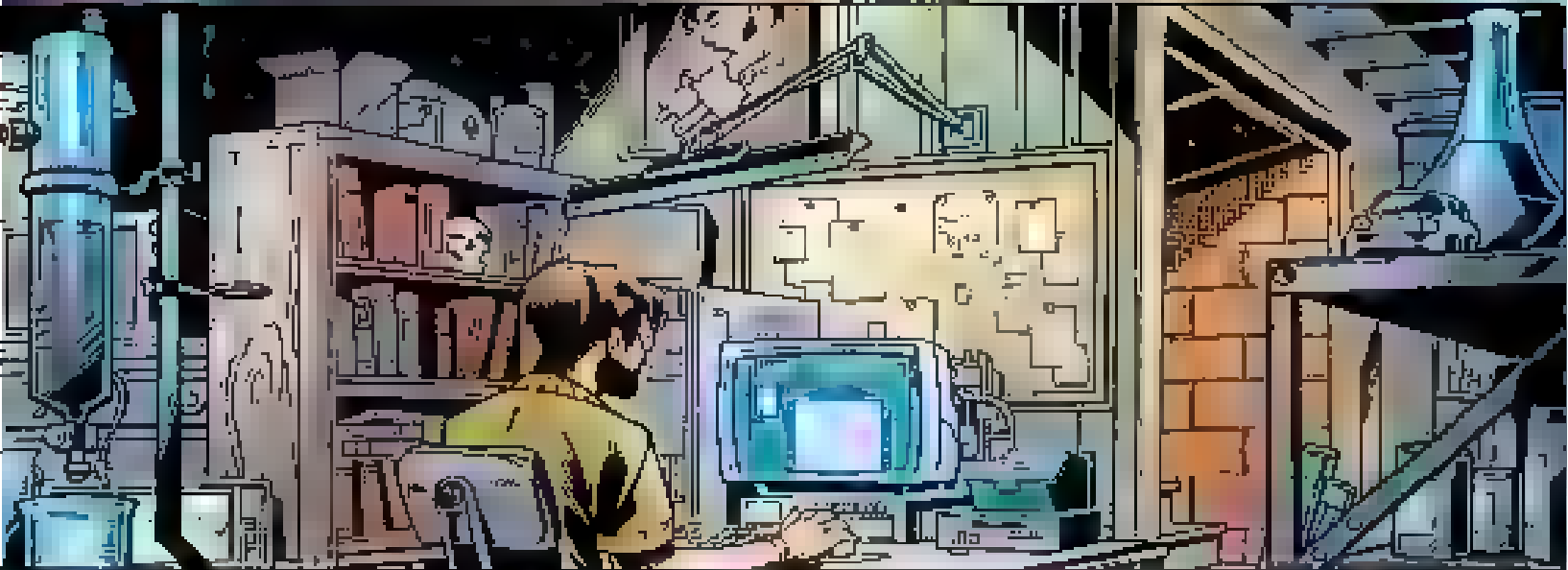
JUST  
LIKE HIS  
FATHER  
WAS

THAT'S  
RIGHT









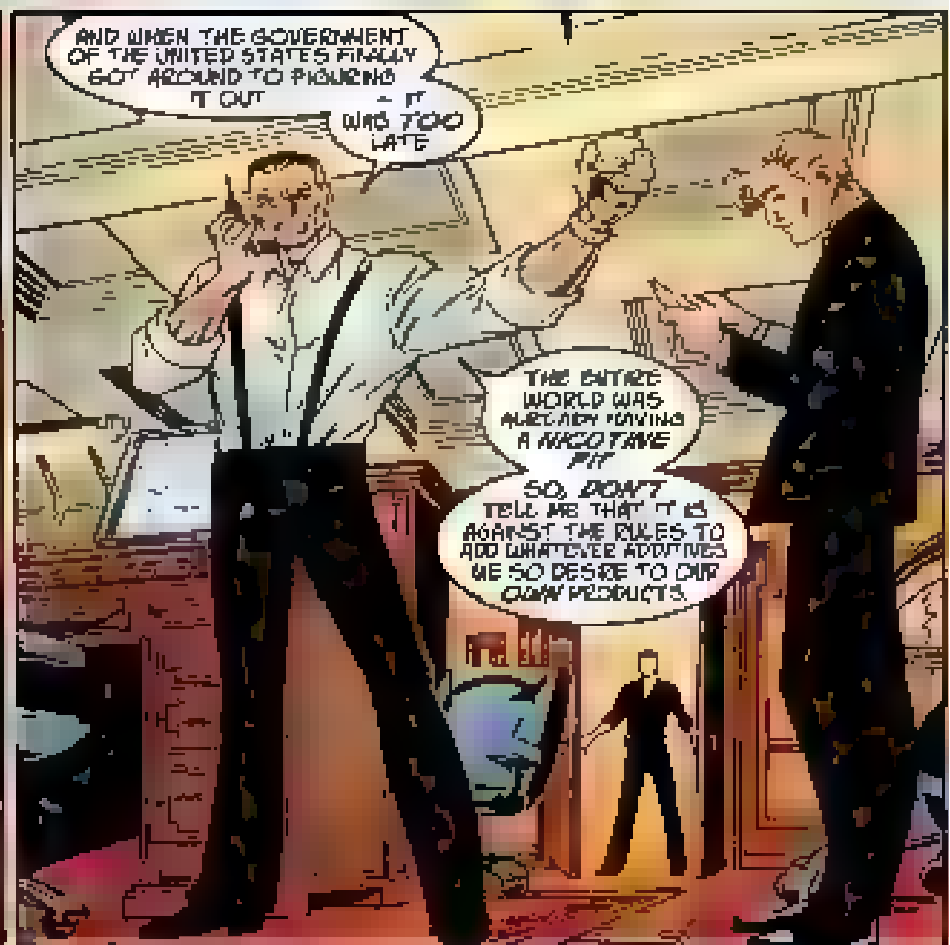


LET  
ME TELL YOU  
SOMETHING  
ABOUT THE AMERICAN  
CONSUMER MARKET  
JOE



THE  
CIGARETTE  
COMPANIES  
LISTEN TO  
ME

THE CIGARETTE  
COMPANIES WERE  
PUTTING ADDITIVE  
LEVELS OF NICOTINE IN  
CIGARETTES DECADES  
BEFORE ANYONE  
FIGURED  
IT OUT



AND WHEN THE GOVERNMENT  
OF THE UNITED STATES FINALLY  
GOT AROUND TO PASSING  
IT OUT

IT  
WAS TOO  
LATE

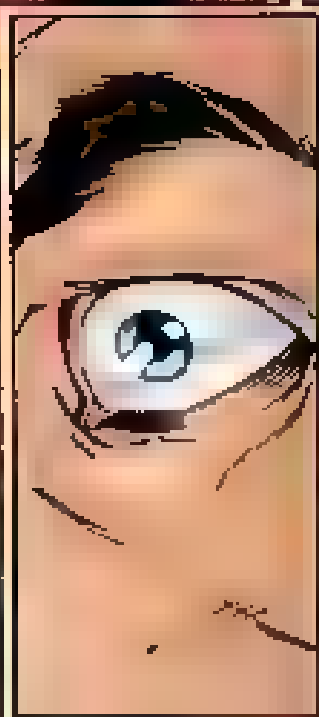
THE ENTIRE  
WORLD WAS  
ALREADY HAVING  
A NICOTINE  
FIT

SO, DON'T  
TELL ME THAT IT IS  
AGAINST THE RULES TO  
ADD WHATEVER ADDITIVES  
WE SO DESIRE TO OUR  
OWN PRODUCTS



IF I  
SEE FIT  
TO

THEN,  
WHAT?  
DENY, DENY,  
DENY



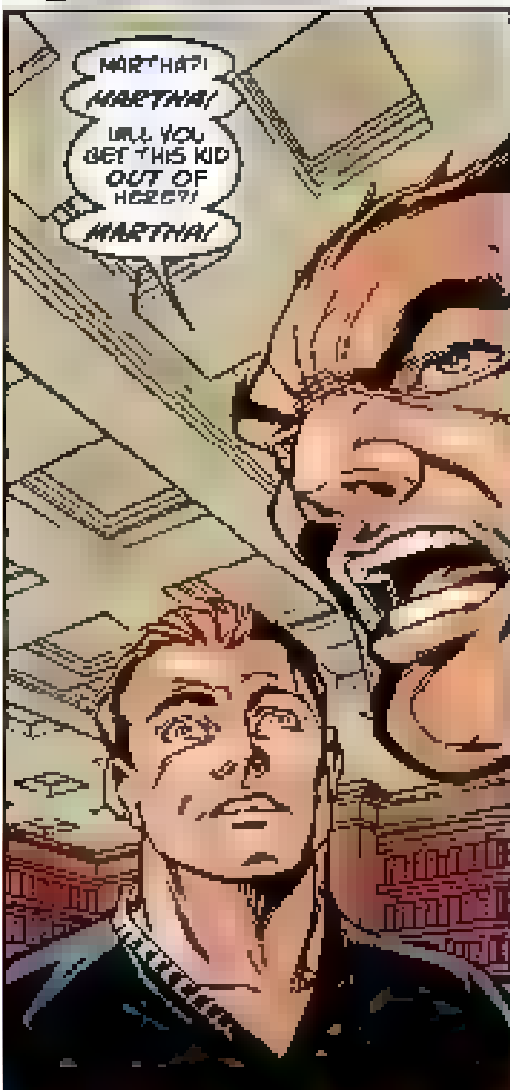
SIR?

HE PUT  
ME ON A ROLL,  
AMAZING

SIR ?



DAD, UM -  
DO YOU REMEMBER  
THAT AN SCIENCE  
CLASS IS GOING TO  
VISIT THE LABS  
TOMORROW?  
BECAUSE  
I WAS  
HOPING THAT  
YOU ?

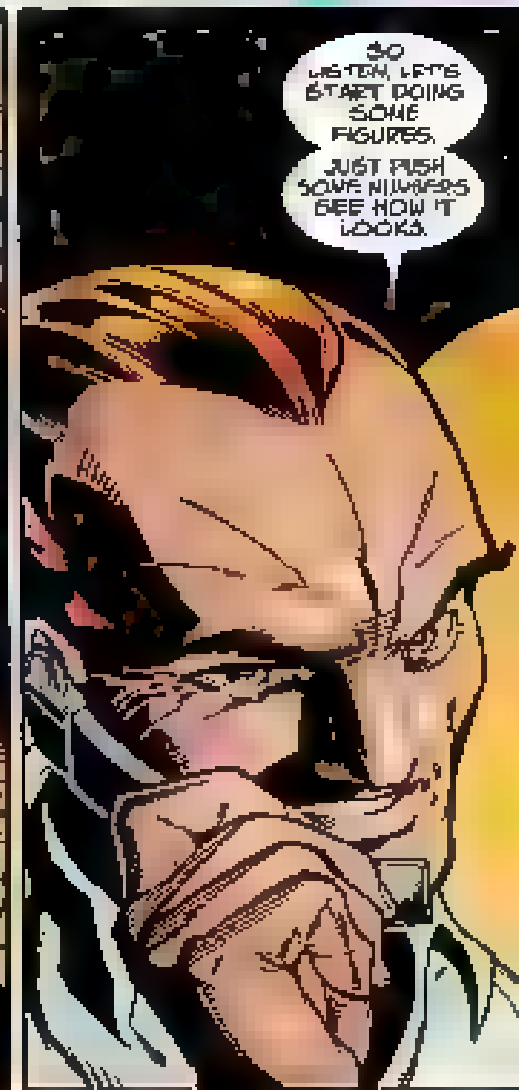


MARTHA?  
MARTHA!  
WILL YOU  
GET THIS KID  
OUT OF  
HERE?  
MARTHA!

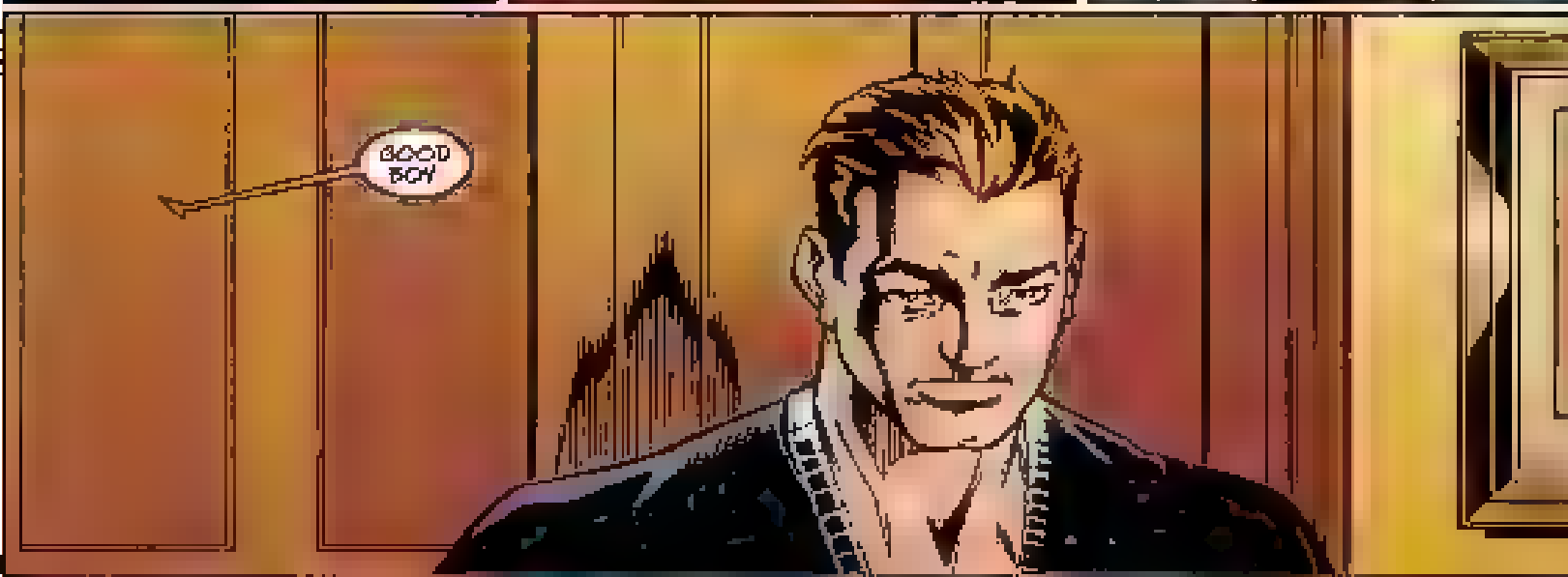


HARRY IT  
MIGHT BE TIME  
TO EXCUSE  
YOURSELF

WELL I HAVE  
NOTHING BETTER  
TO DO THAN BABY-  
SIT YOUR  
JONES!

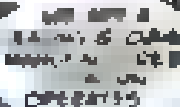


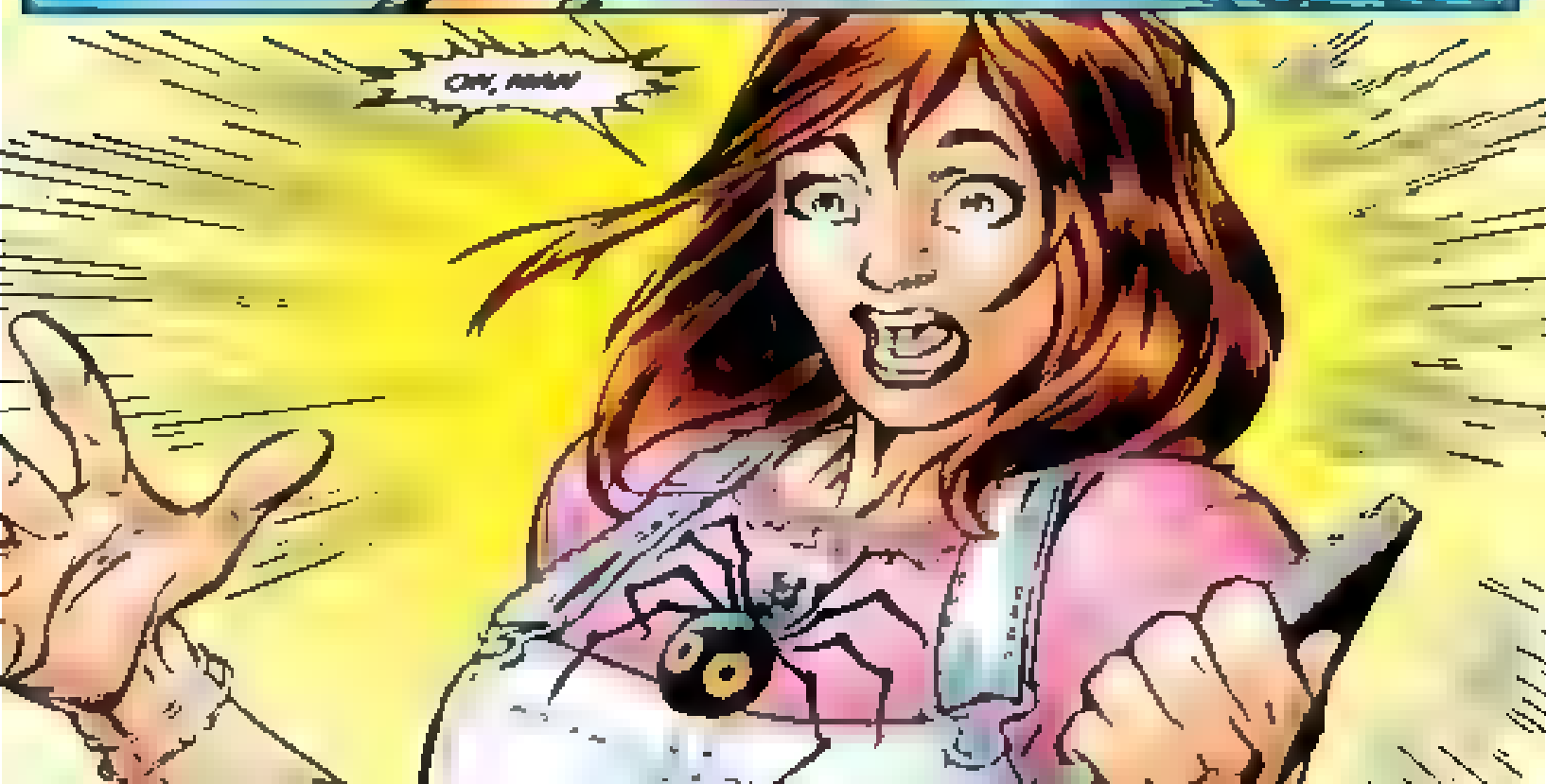
SO  
LISTEN, LET'S  
START DOING  
SOME  
FIGURES.  
JUST PUSH  
SOME NUMBERS  
SEE HOW IT  
LOOKS.

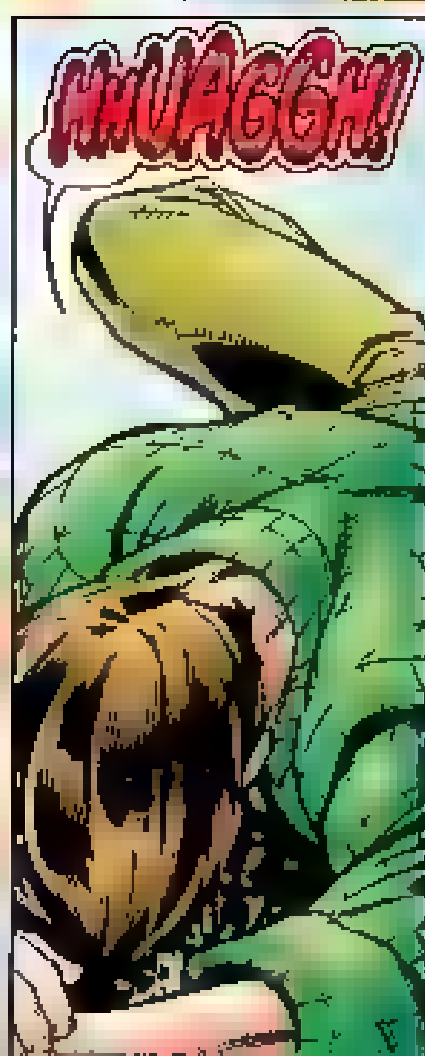


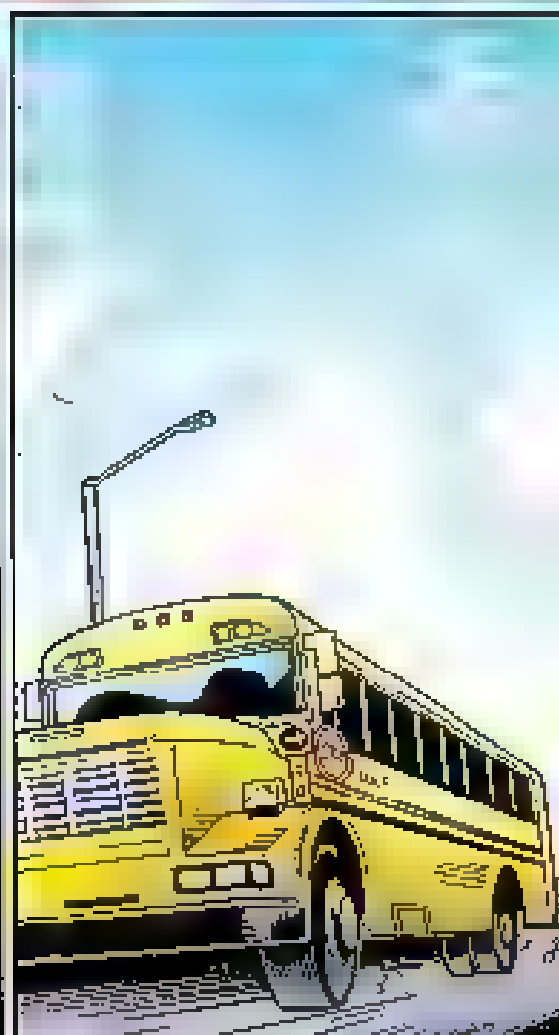
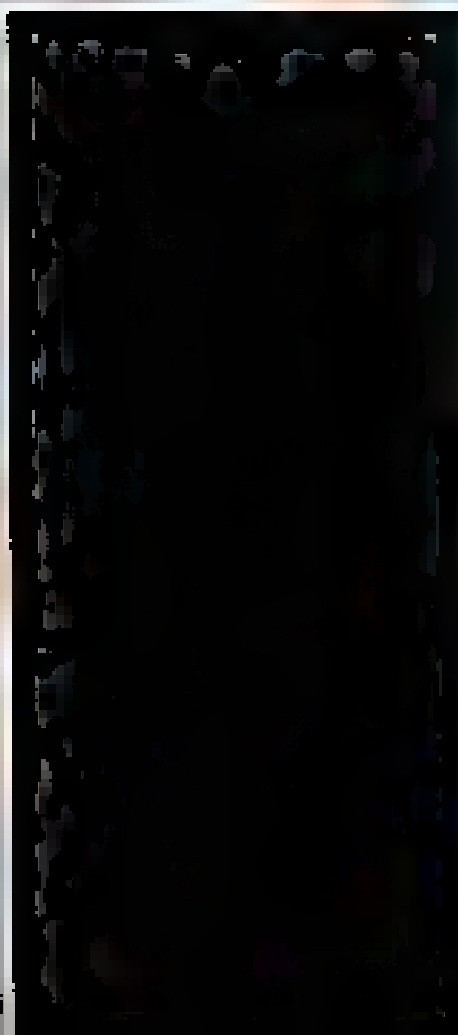
GOOD  
BYE

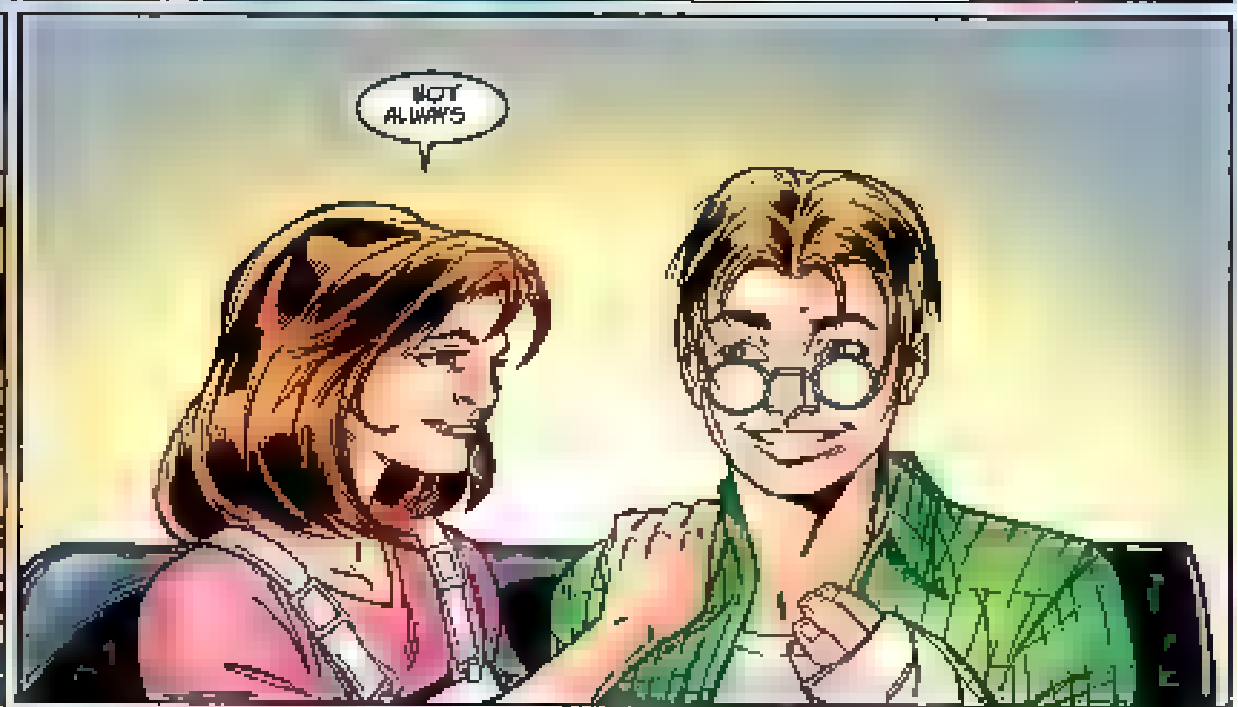
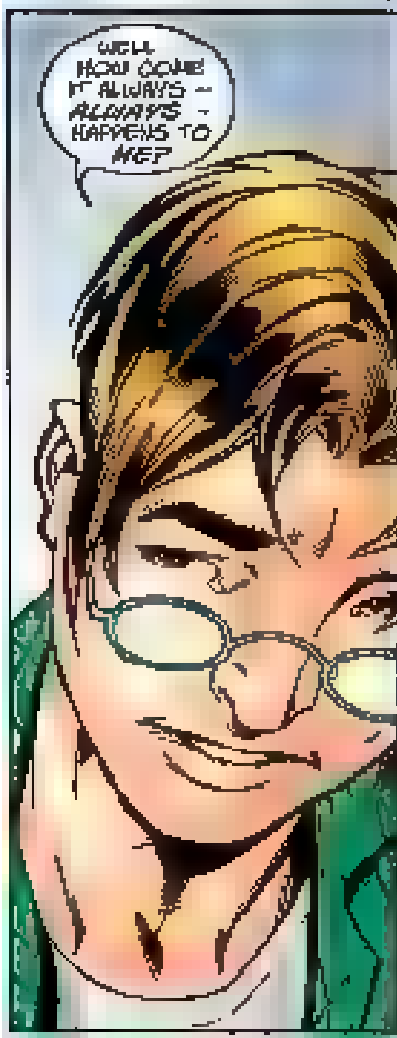
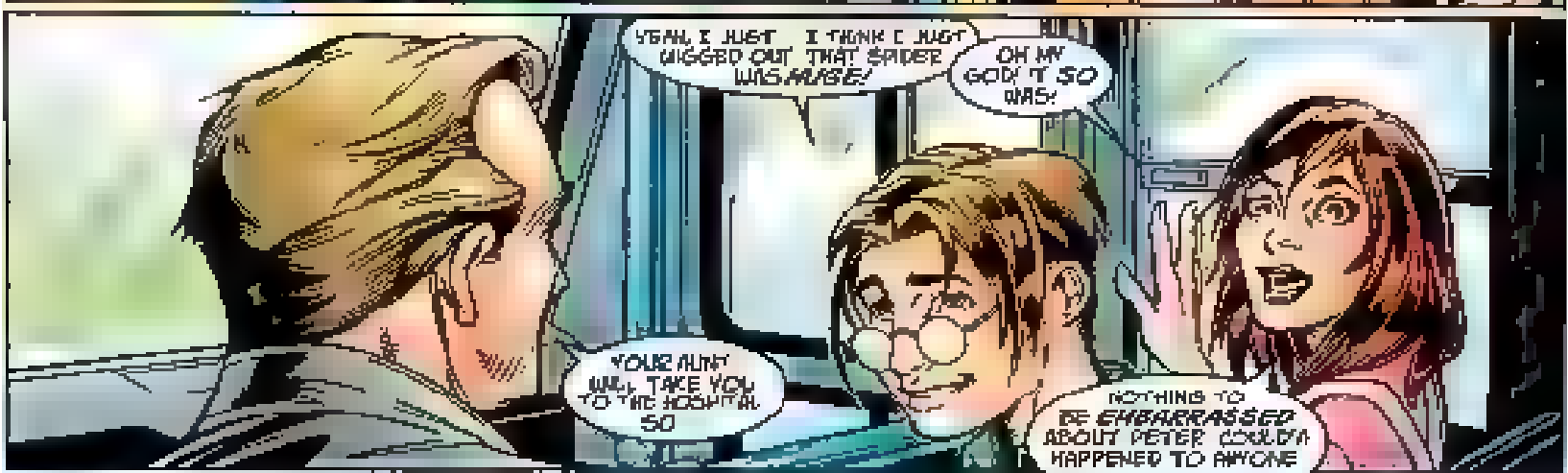
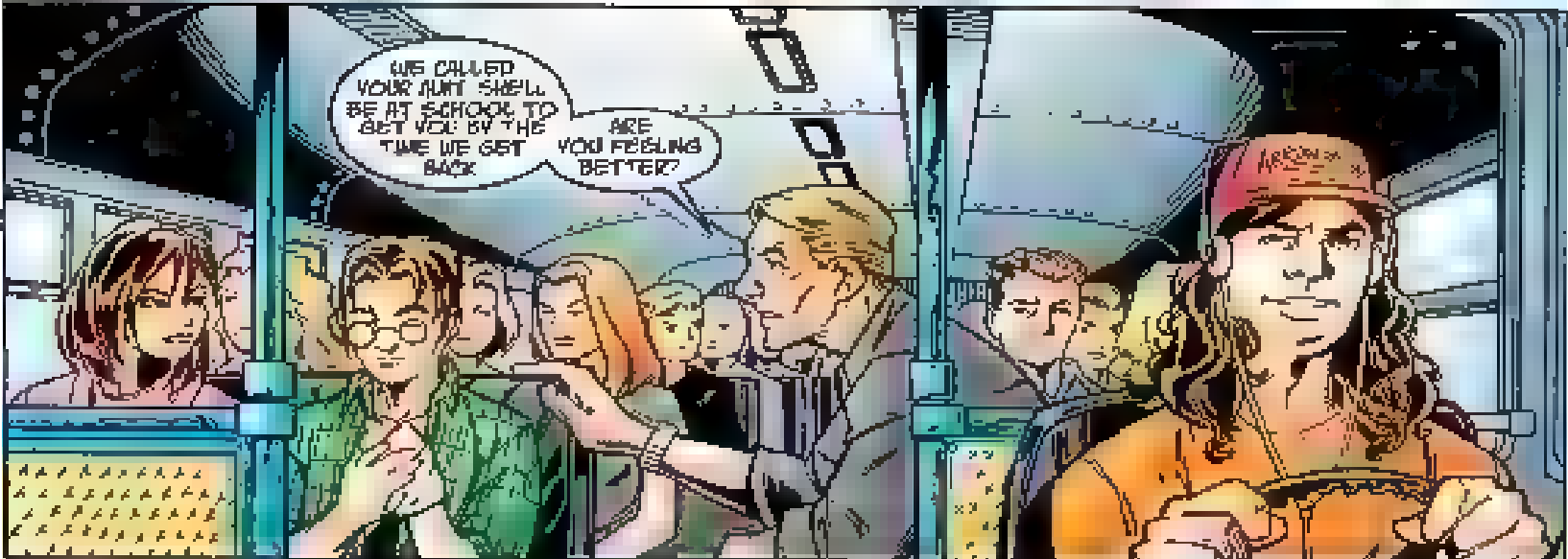




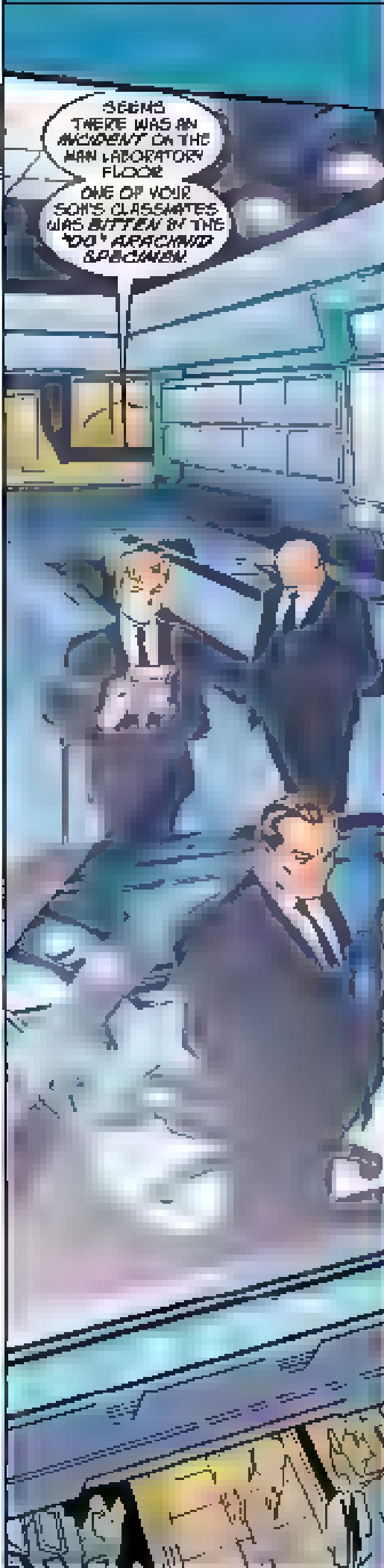








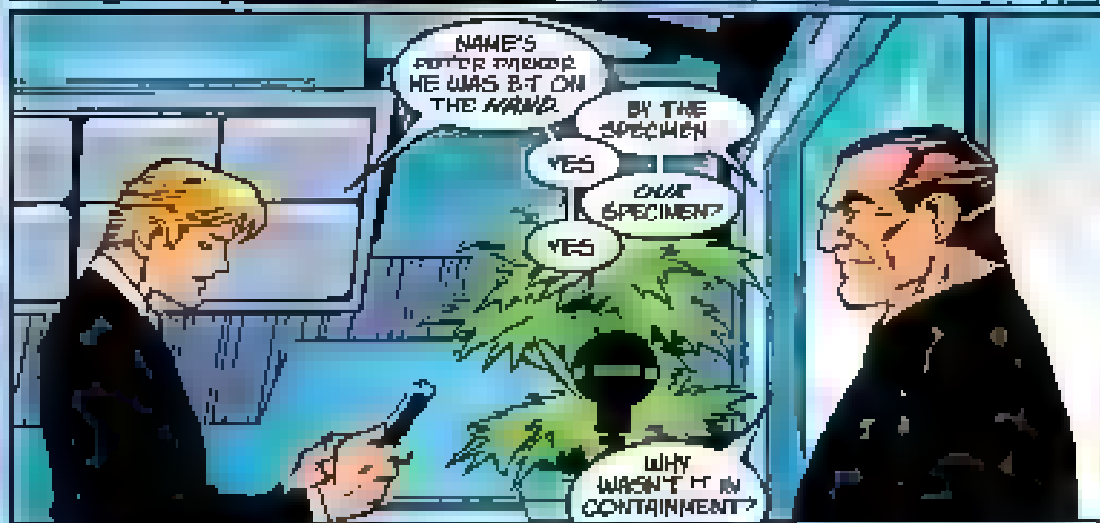




SEEMS  
THERE WAS AN  
INCIDENT ON THE  
MAIN LABORATORY  
FLOOR  
ONE OF YOUR  
SON'S CLASSMATES  
WAS BITTEN BY THE  
"DO" ARACHNID  
SPECIMEN



HURRY  
SHOWS UP AND  
SOMETHING TURNS  
TO BE WHAT A  
SHOCKER



NAME'S  
DOCTOR MADDOX  
HE WAS BIT ON  
THE HAND

BY THE  
SPECIMEN

YES

OUR  
SPECIMEN?

YES

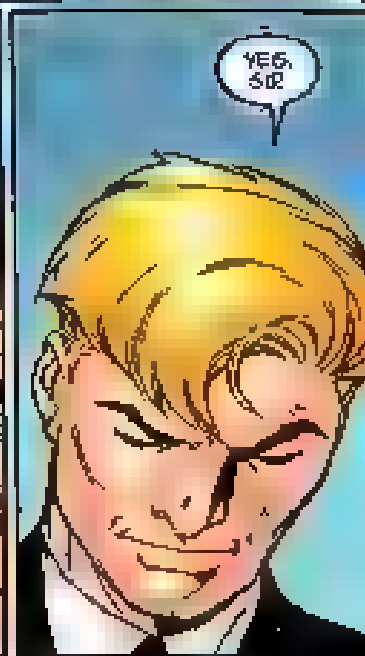
WHY  
WASN'T IT IN  
CONTAINMENT?



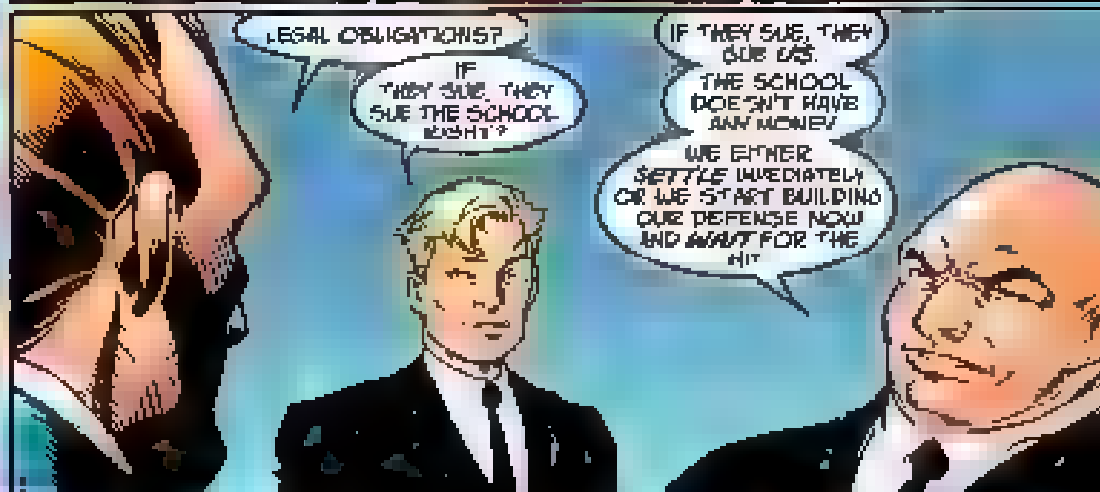
WE ARE CHECKING  
ON THAT, SIR.  
I DON'T KNOW  
BUT THE SPECIMEN  
WAS DESTROYED  
IN THE CHAOS,  
SIR



FIRE  
THE FLOOR  
MANAGER I WANT  
HER GONE WITHIN  
THE HOUR



YES,  
SIR

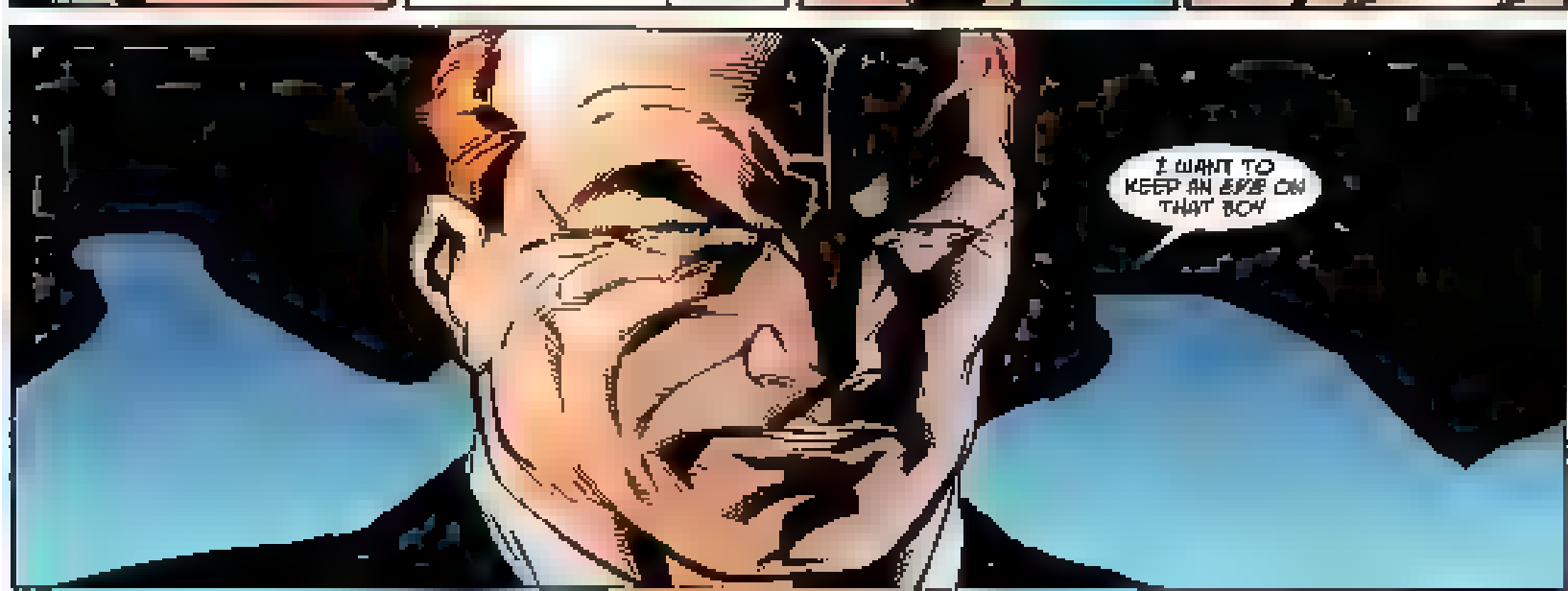
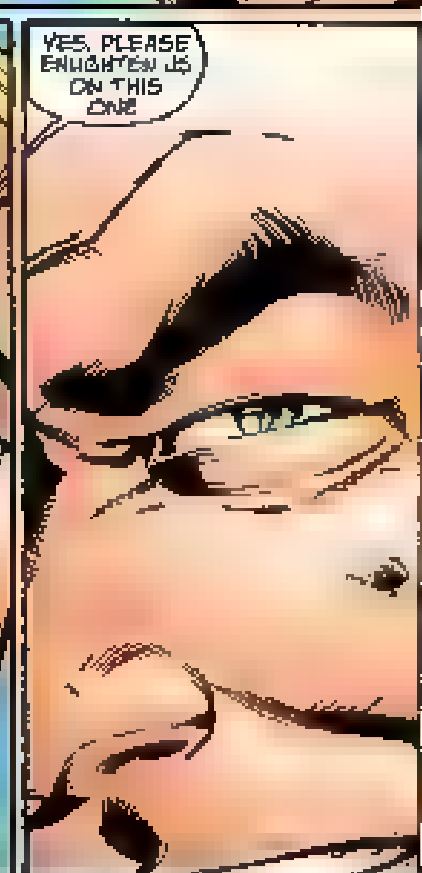
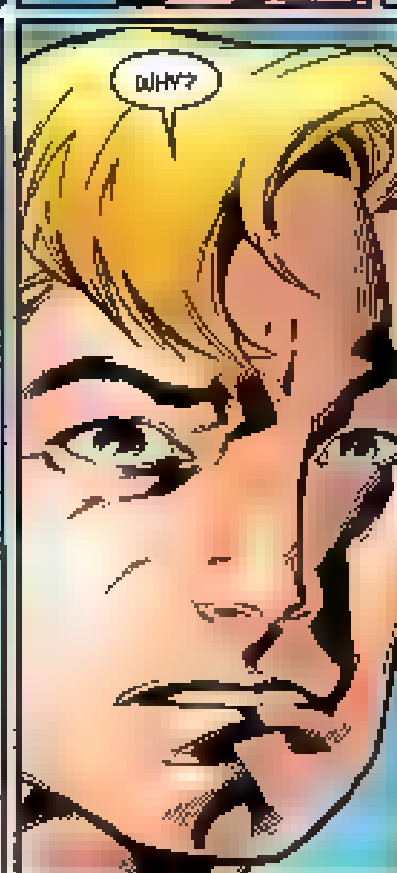
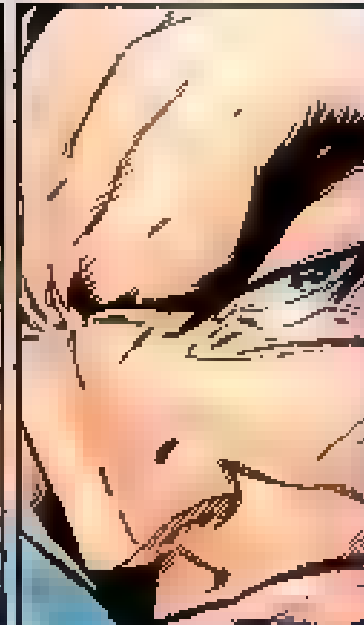


LEGAL OBLIGATIONS?

IF  
THEY SUE, THEY  
SUE THE SCHOOL  
RIGHT?

IF THEY SUE, THEY  
OUE US.  
THE SCHOOL  
DOESN'T HAVE  
ANY MONEY

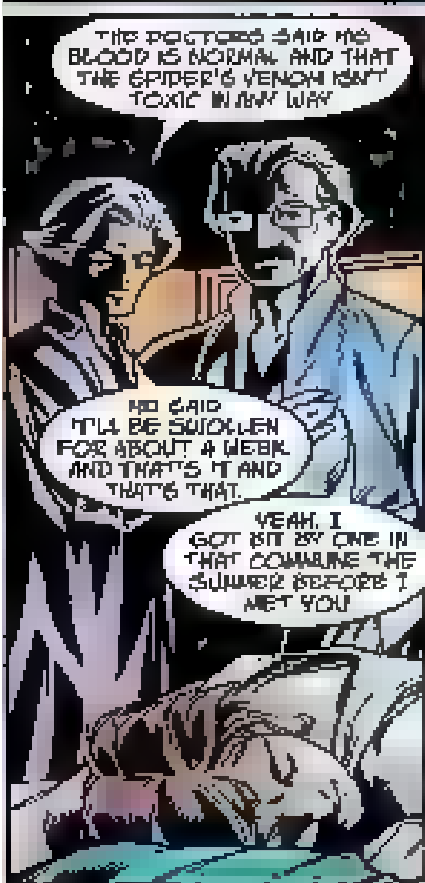
WE EITHER  
SETTLE IMMEDIATELY  
OR WE START BUILDING  
OUR DEFENSE NOW  
AND WAIT FOR THE  
HIT





HE JUST  
CAME HOME  
AND PASSED  
OUT

WELL MAY  
HE HAD A DAY  
IS ALL



THE DOCTORS SAID HIS  
BLOOD IS NORMAL AND THAT  
THE SPIDER'S VENOM ISN'T  
TOXIC IN ANY WAY

NO, SAID  
IT'LL BE SWOLLEN  
FOR ABOUT A WEEK  
AND THAT'S IT AND  
THAT'S THAT

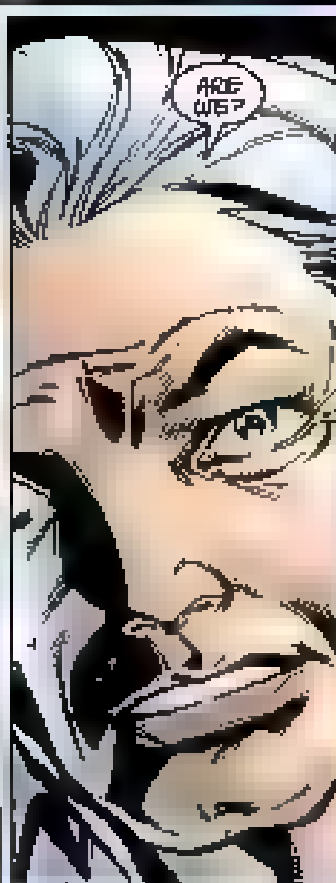
YEAH, I  
GOT BIT BY ONE IN  
THAT COULDN'T THE  
SUMMER BEFORE I  
MET YOU



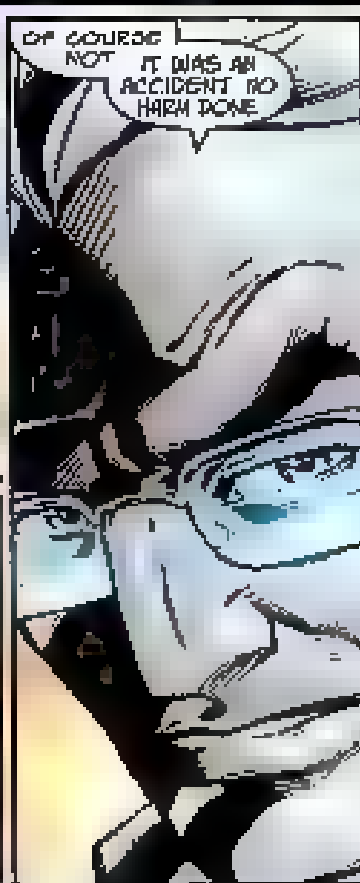
THE DOCTOR PEOPLE PICKED UP  
THE HOSPITAL BILL AND SENT  
A HUGE BASKET

OF  
COURSE THEY  
DID

THEY THINK  
WE'RE GOING TO  
SURE THE PANTS  
OFF THEM



ARE  
WE?



OF COURSE  
NOT IT WAS AN  
ACCIDENT NO  
HARM DONE

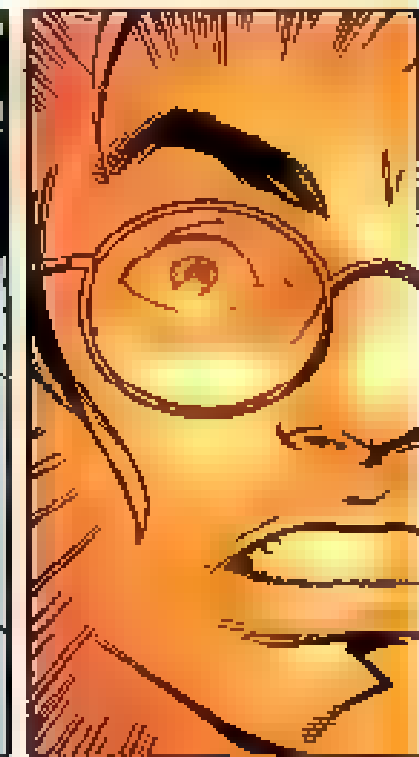
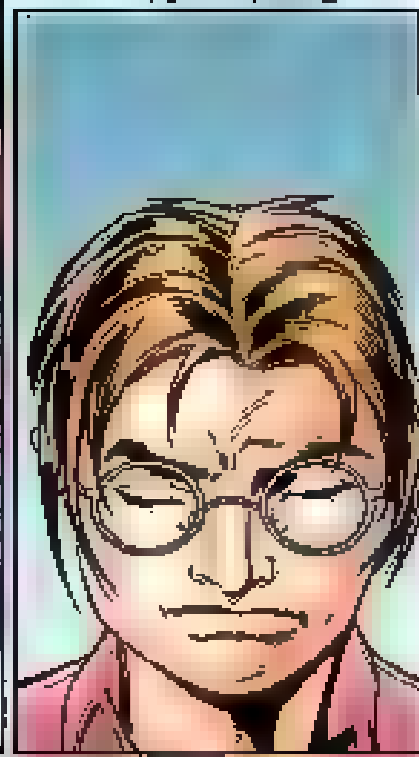
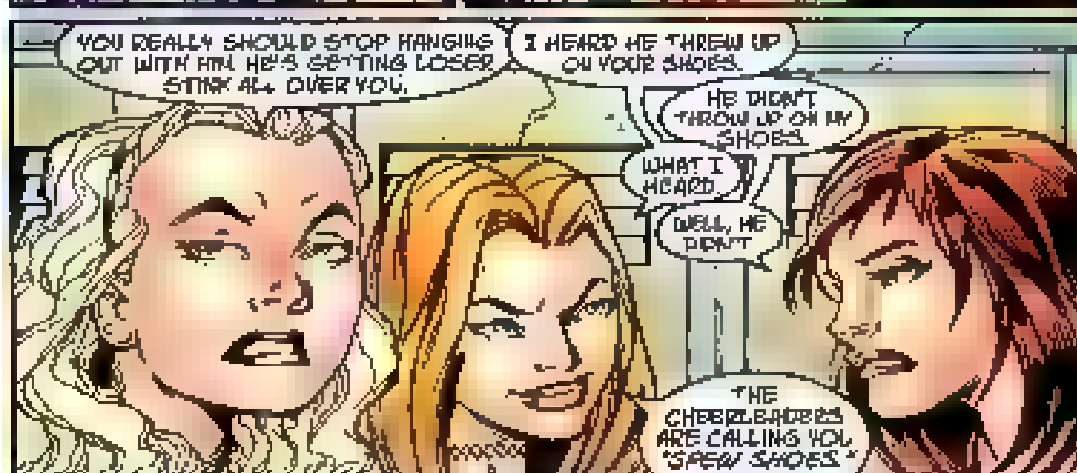
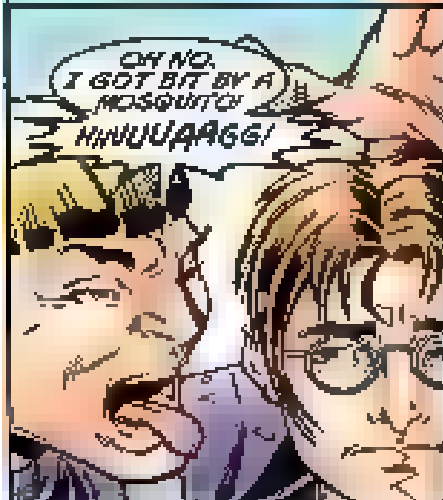


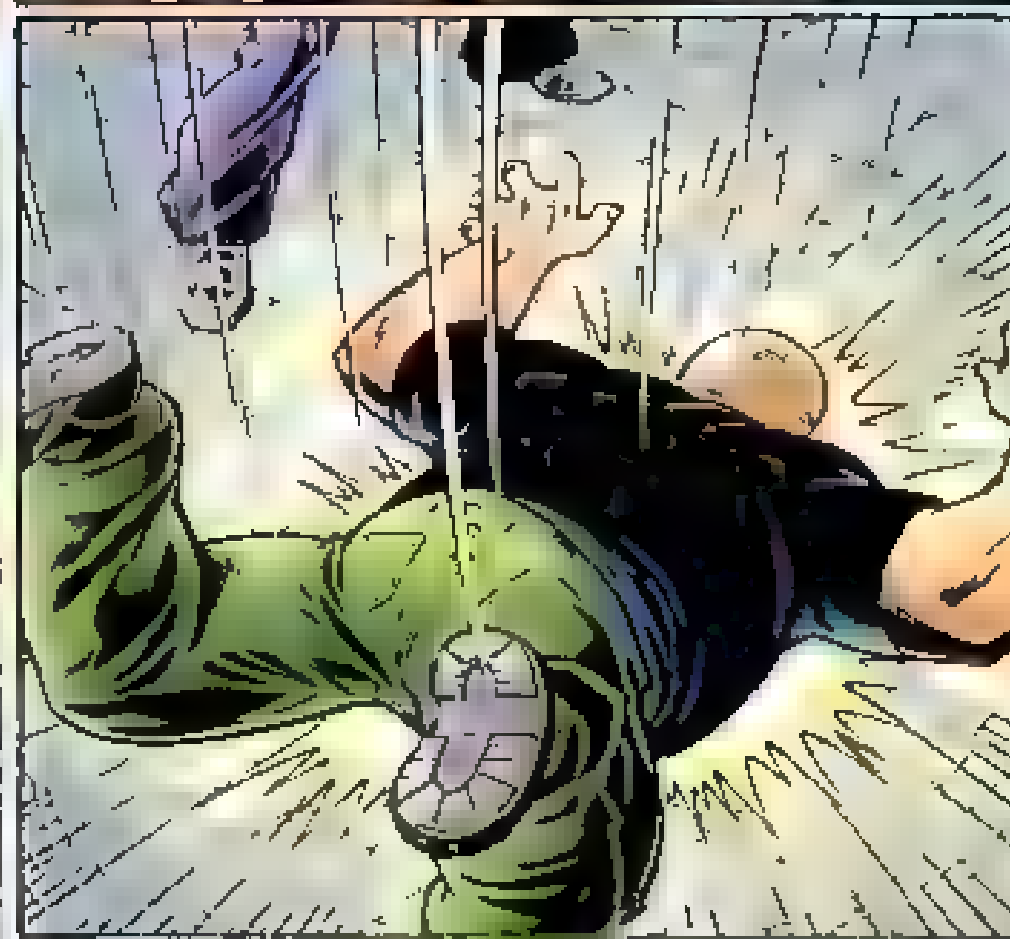
AND, YOU  
KNOW, THERE'S  
HARRY -- MR. SLICK --  
HE'S A PAL TO  
PETER MAYBE HIS  
ONLY ONE

WE'RE  
GOING TO  
RUN THE KID'S  
FRIENDSHIP FOR A  
COUPLE OF BACKS  
FROM HIS OLD  
MOM

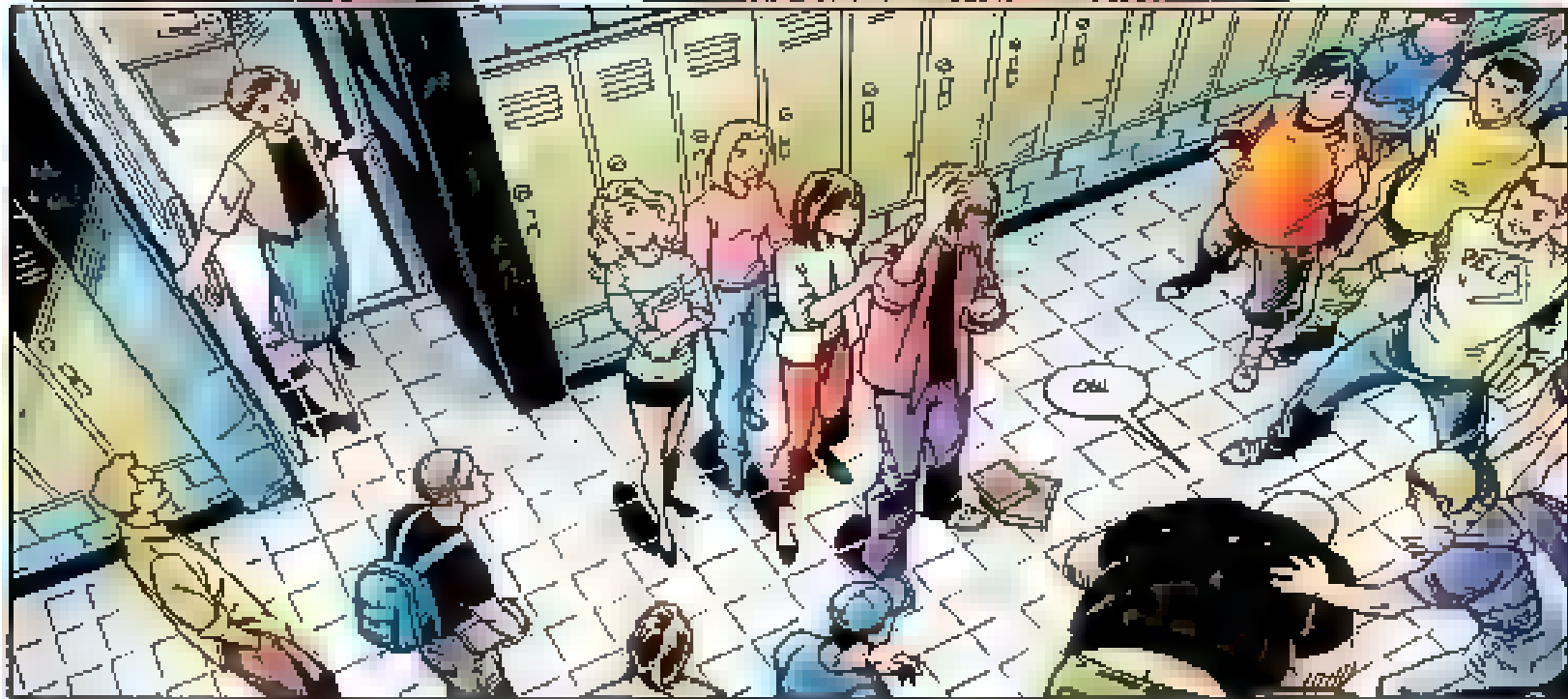
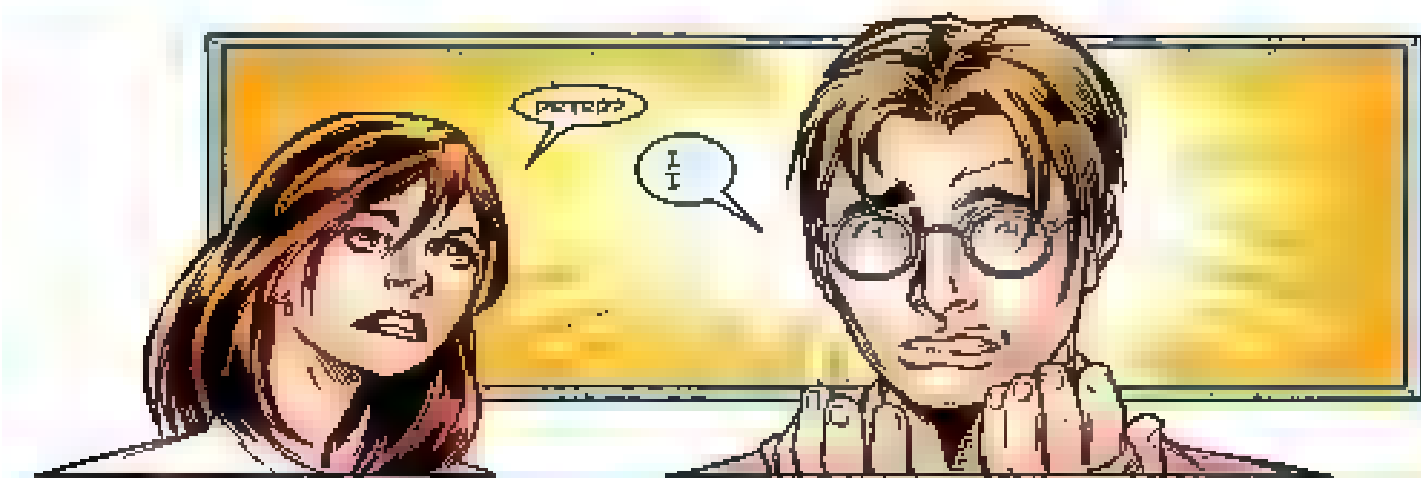
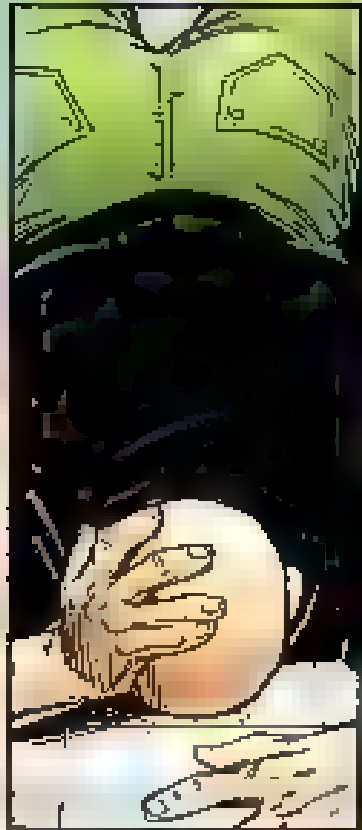
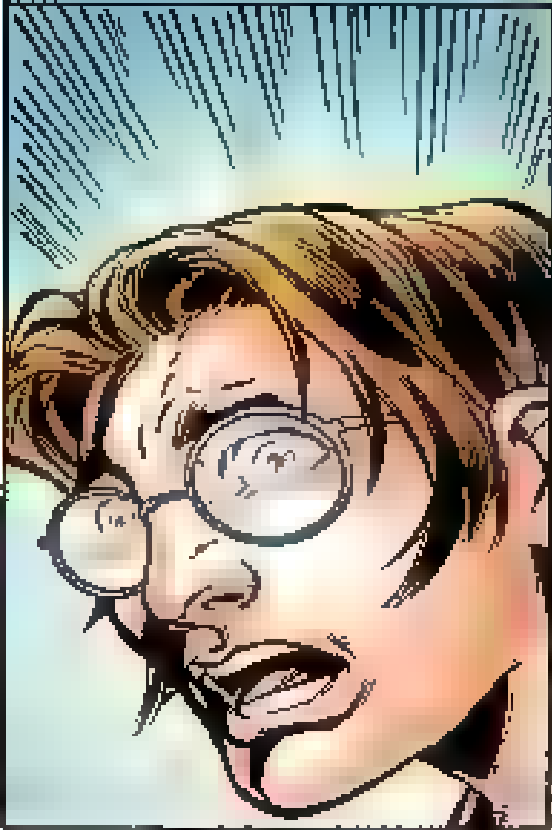


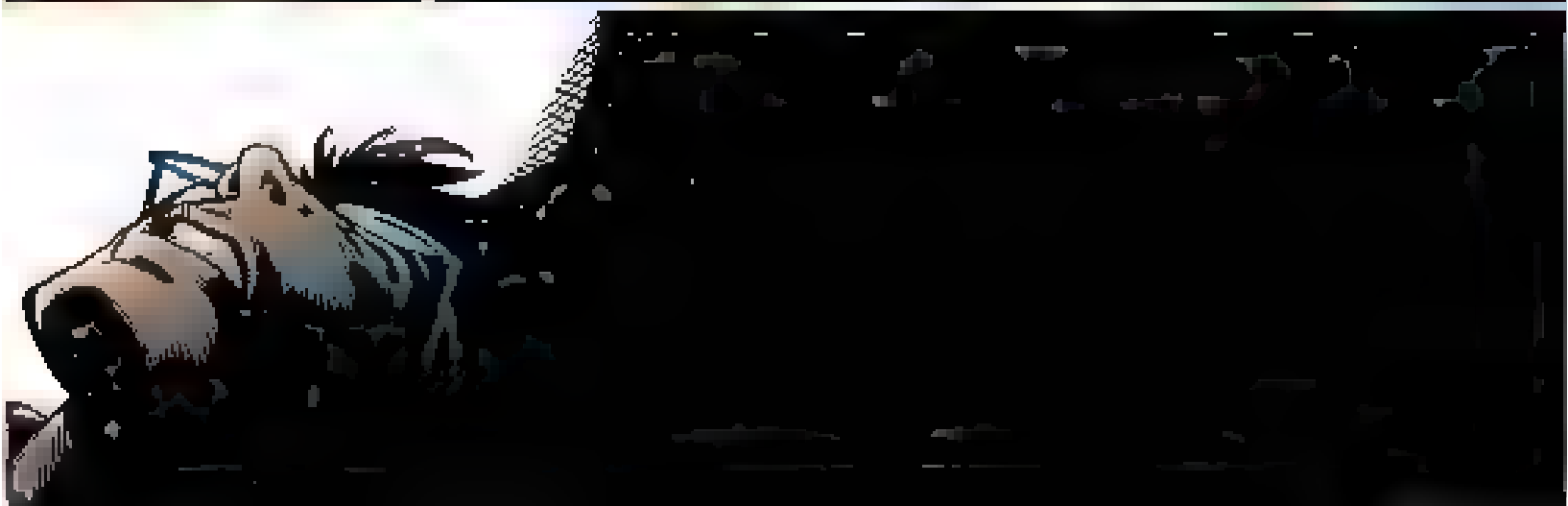
NO, NO,  
IT'S BACK TO  
NORMAL FOR  
J.B.

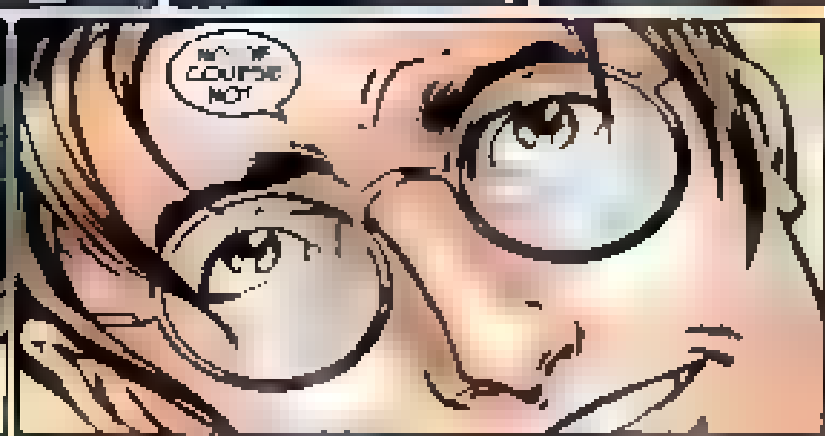
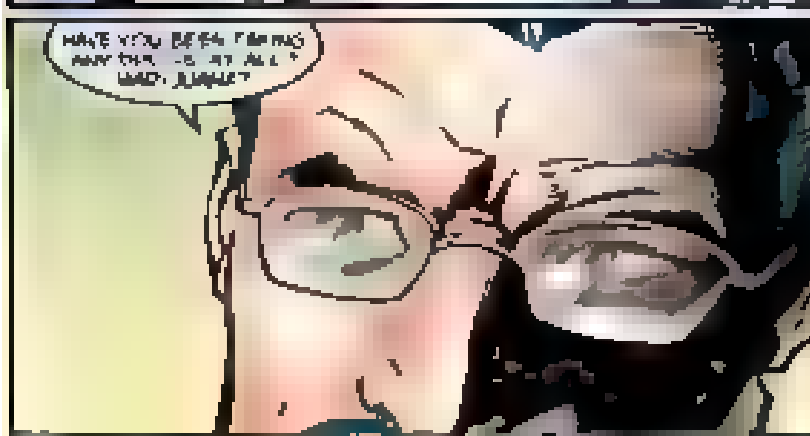
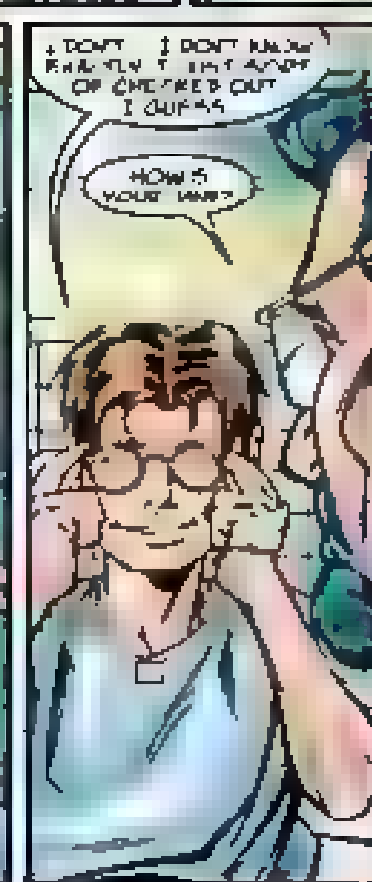
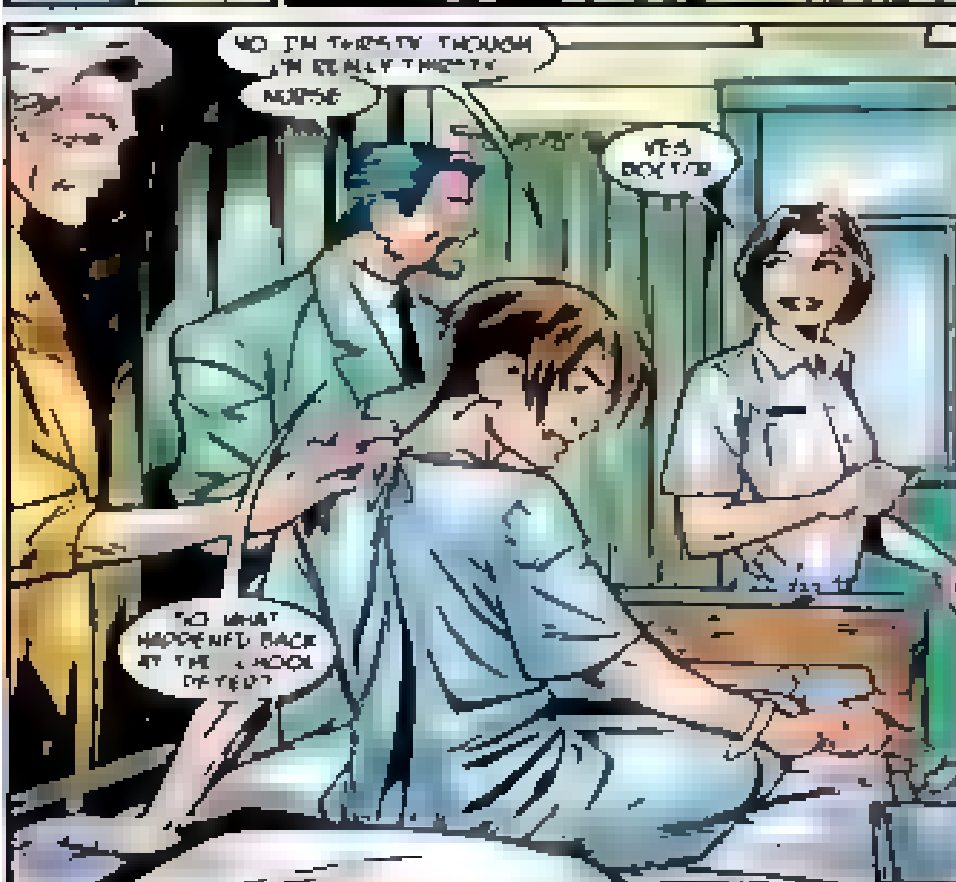






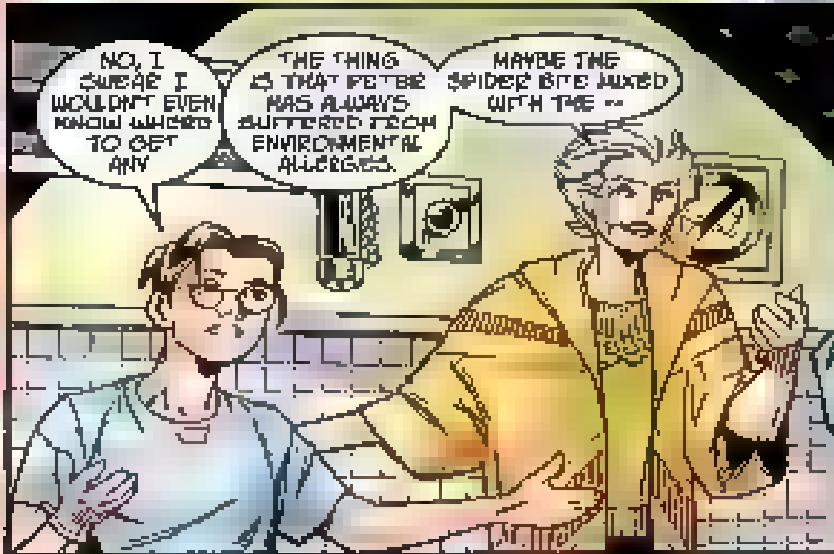








NOW'S THE TIME TO TELL ME, PETER. WE ARE GOING TO RUN BLOOD AND URINE TESTS. SO



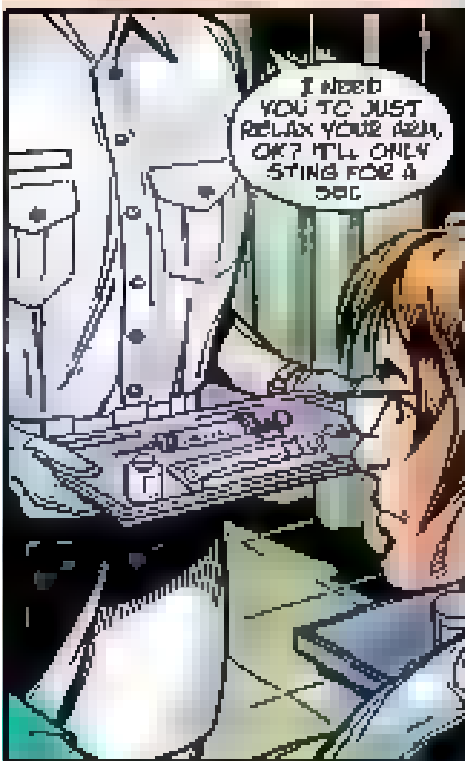
NO, I SWEAR I WOULDN'T EVEN KNOW WHERE TO GET ANY

THE THING IS THAT PETER HAS ALWAYS SUFFERED FROM ENVIRONMENTAL ALLERGIES.

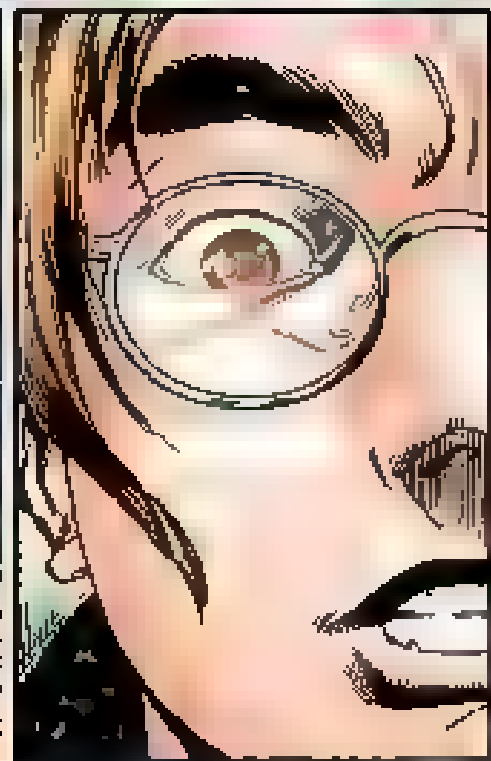
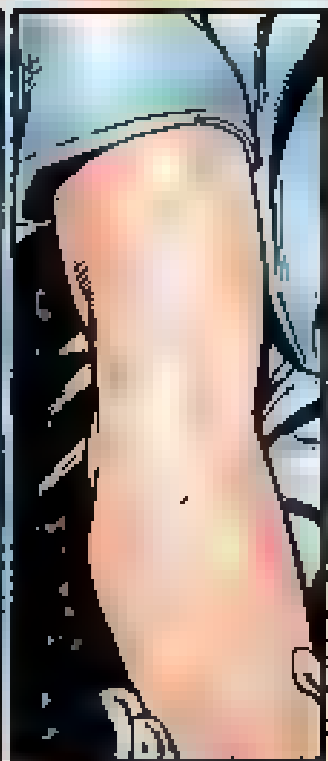
MAYBE THE SPIDER BITE MIXED WITH THE --



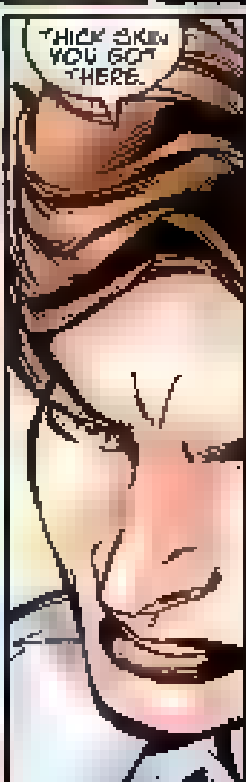
MAYBE -- WE'LL RUN A FULL BLOOD WORK AND SOME X-RAYS. MAYBE SOMETHING GOT FRACTURED



I NEED YOU TO JUST RELAX YOUR ARM, OK? IT'LL ONLY STING FOR A SEC



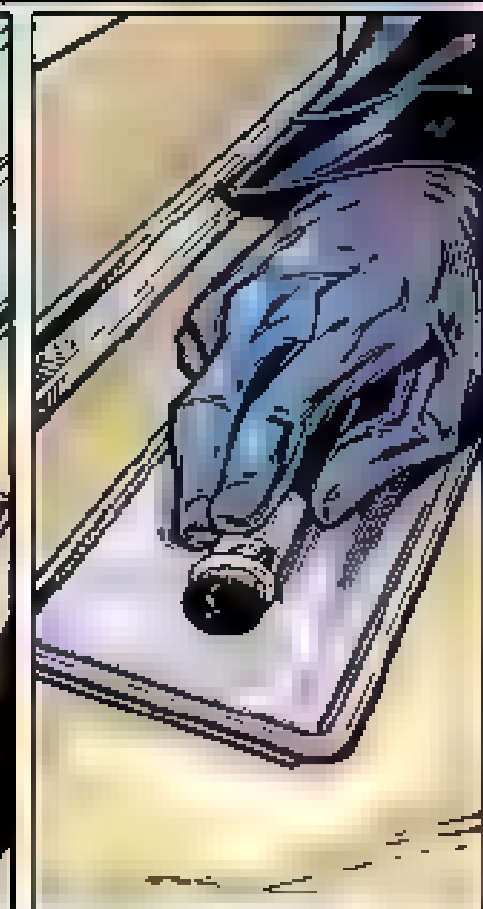
HUM.



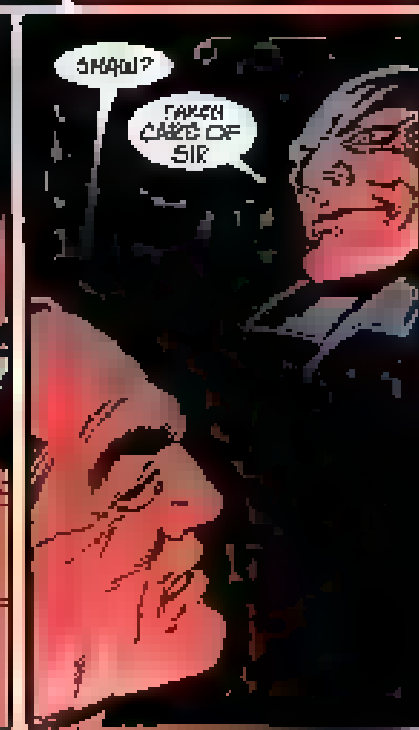
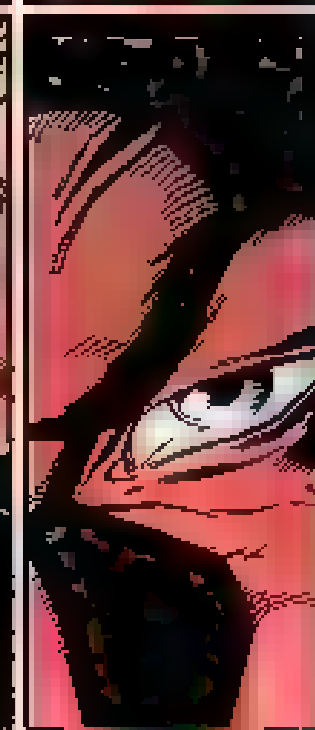
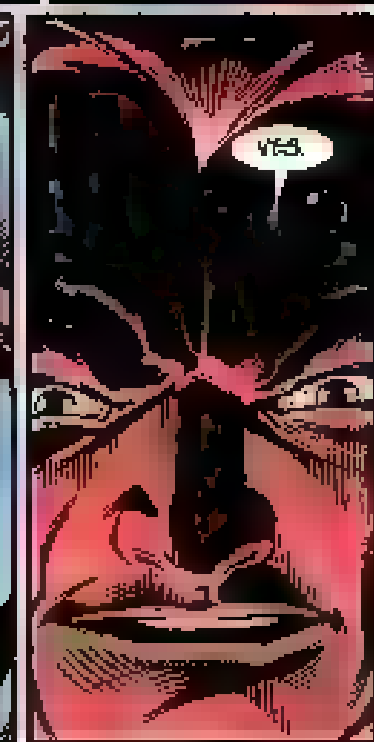
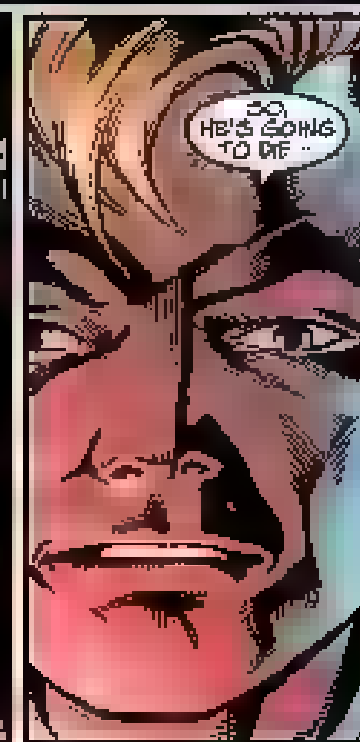
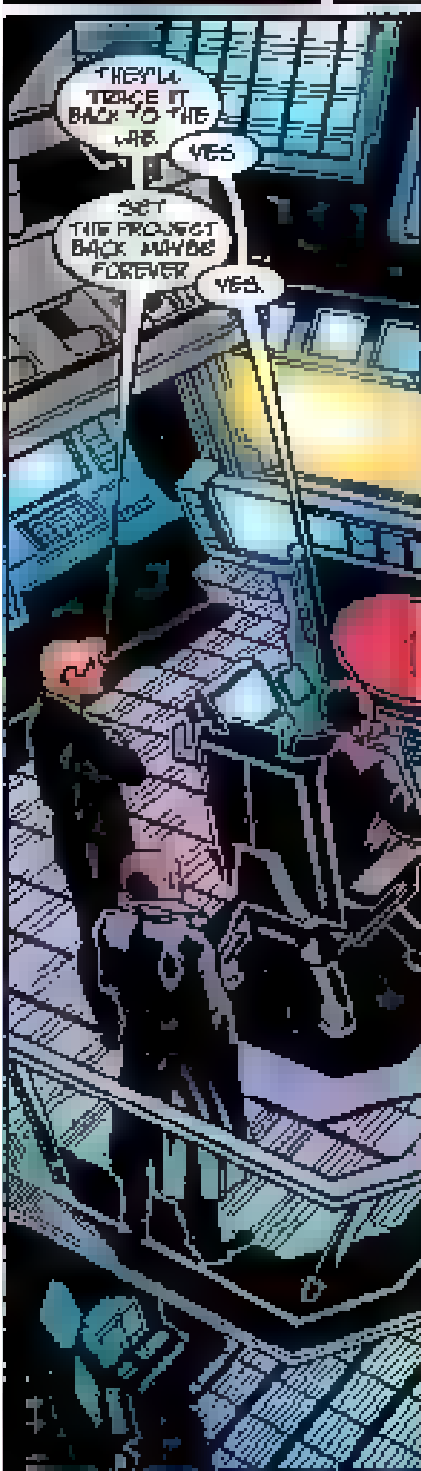
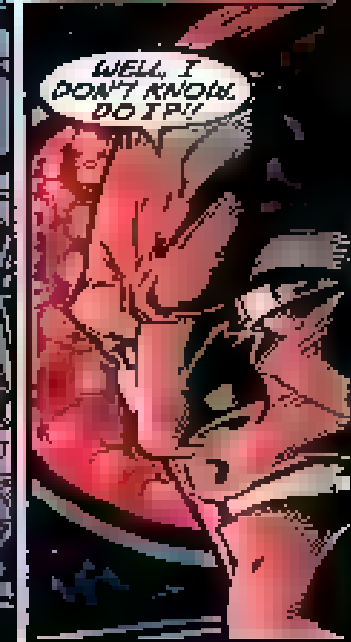
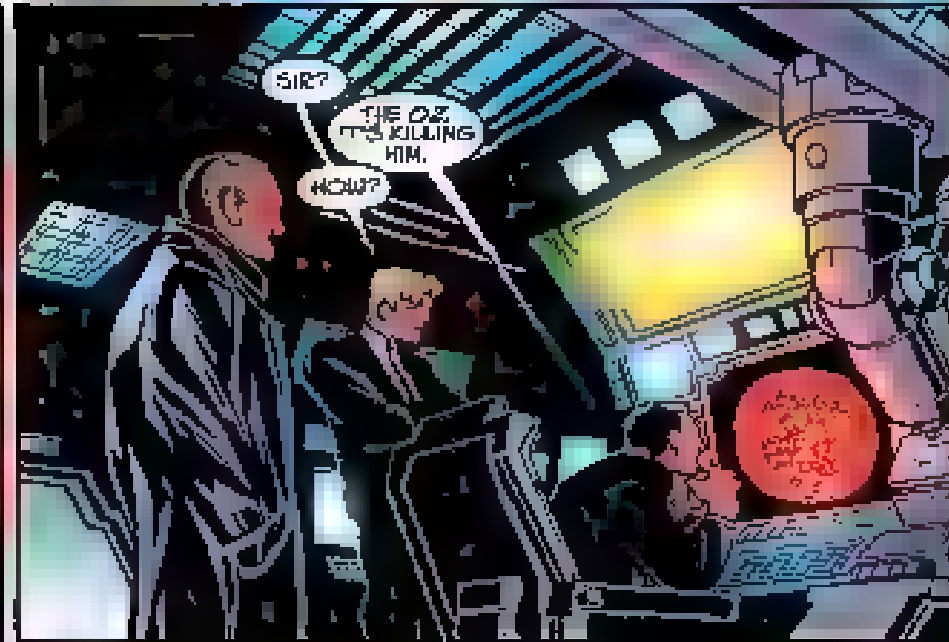
THICK SKIN YOU GOT THERE.

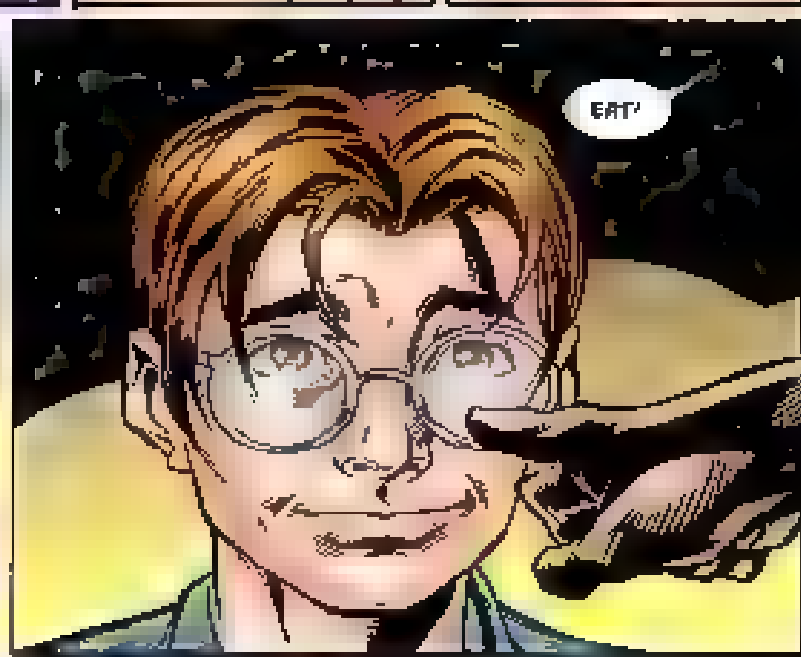
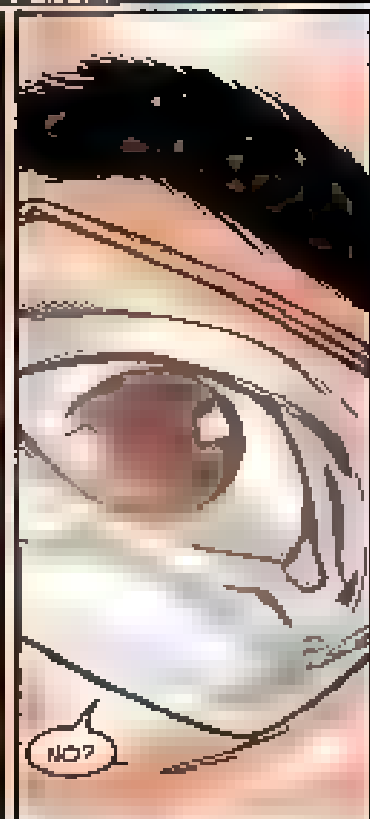
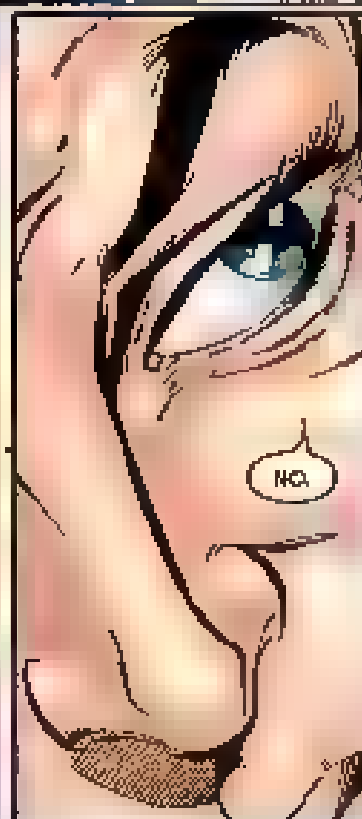
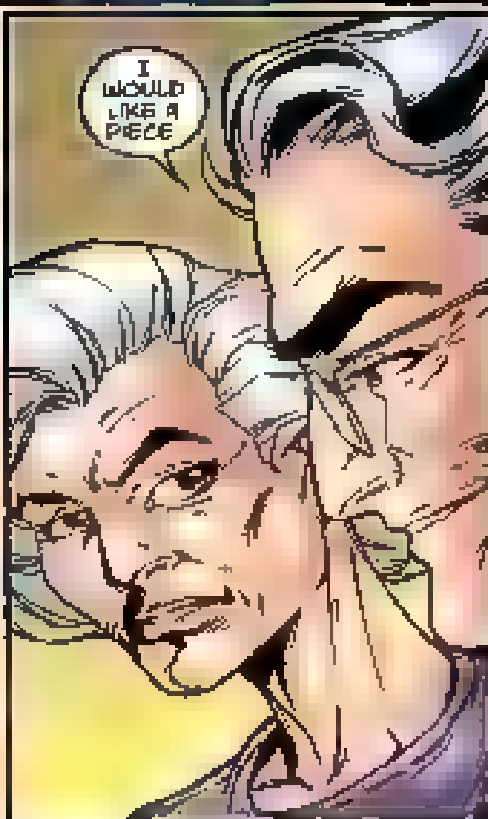
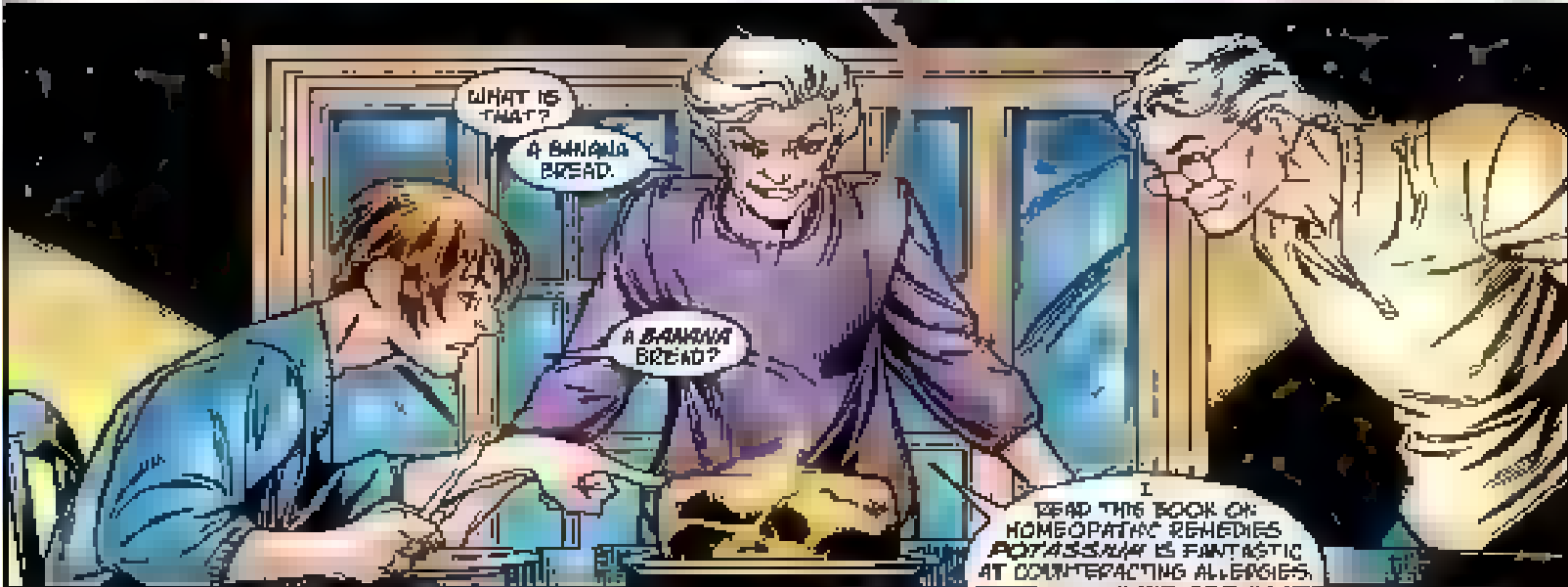


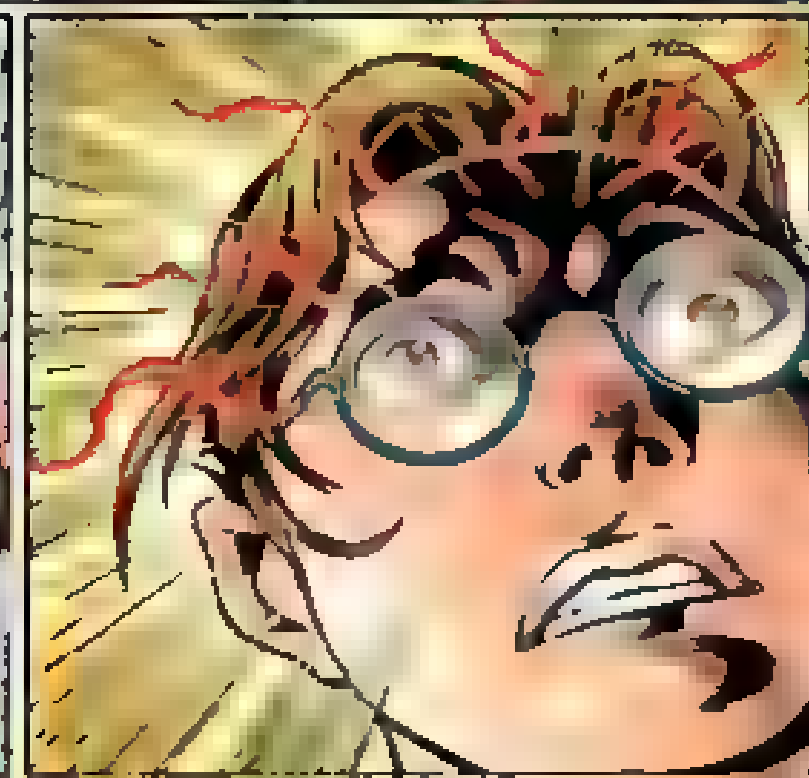
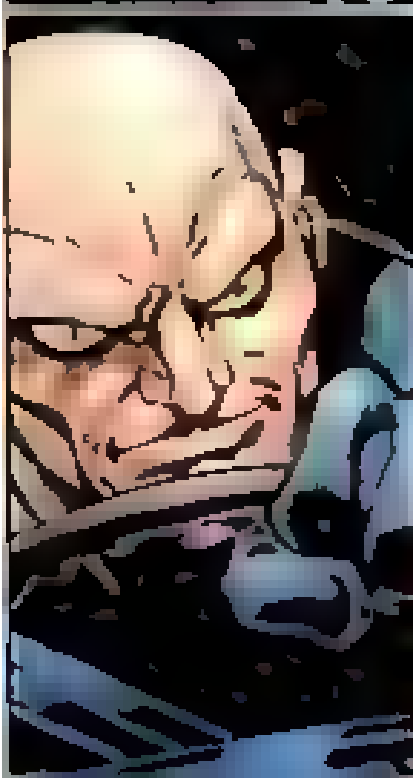
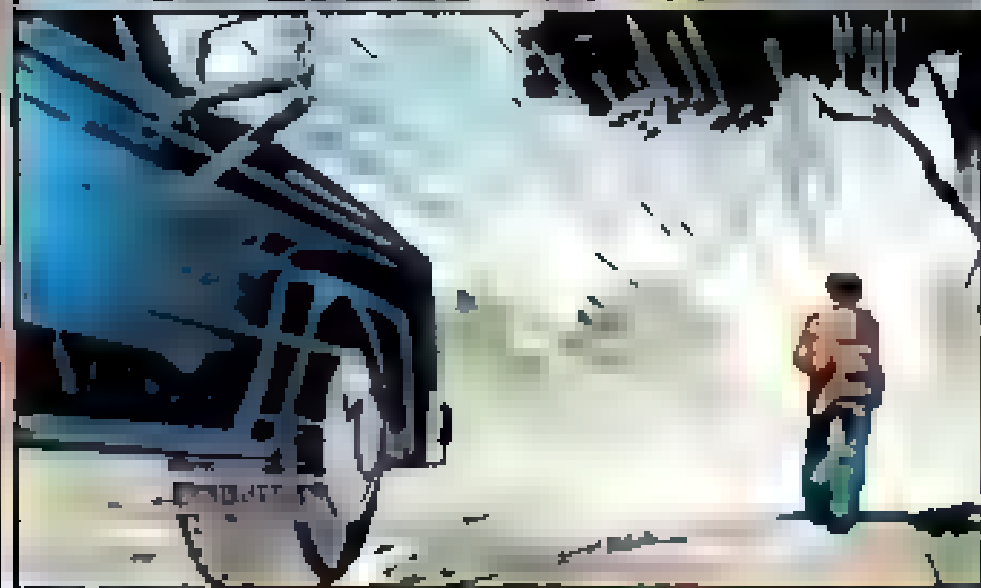
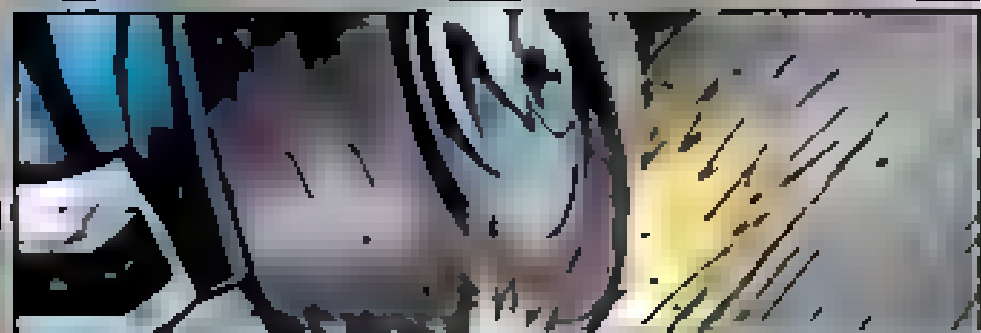
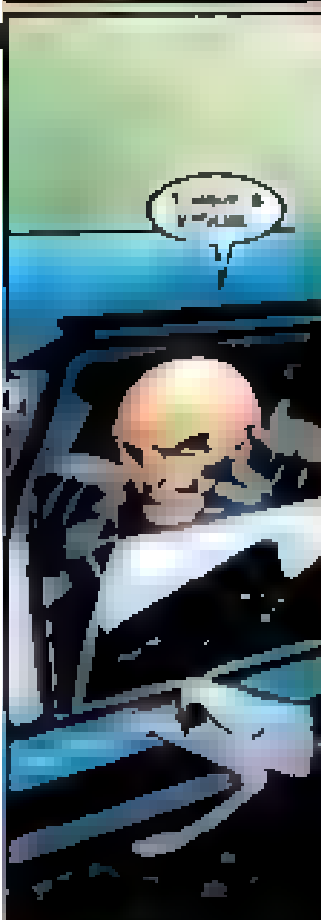
YOU GOT DA FOOLED ME

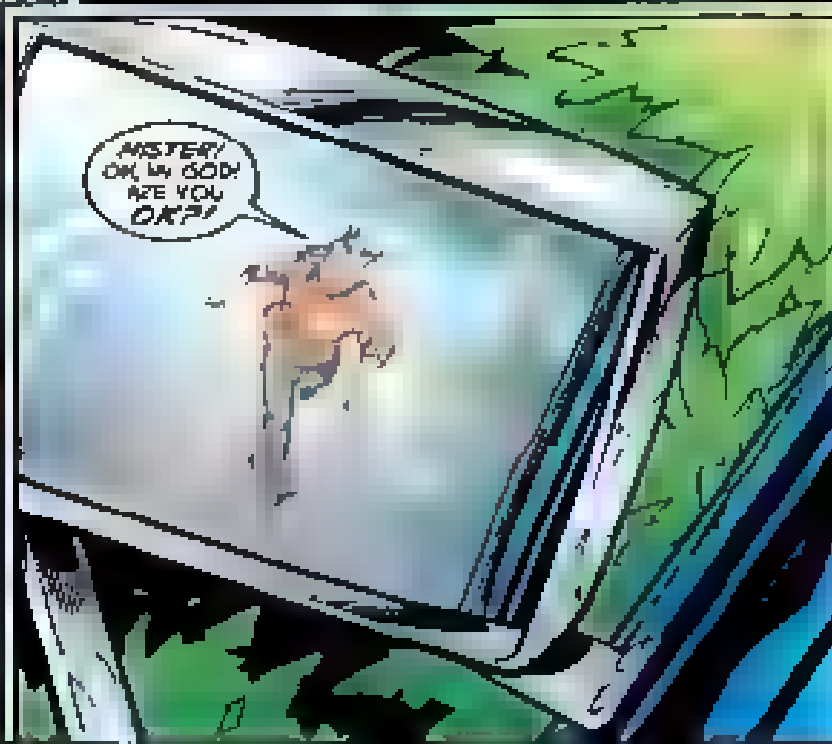
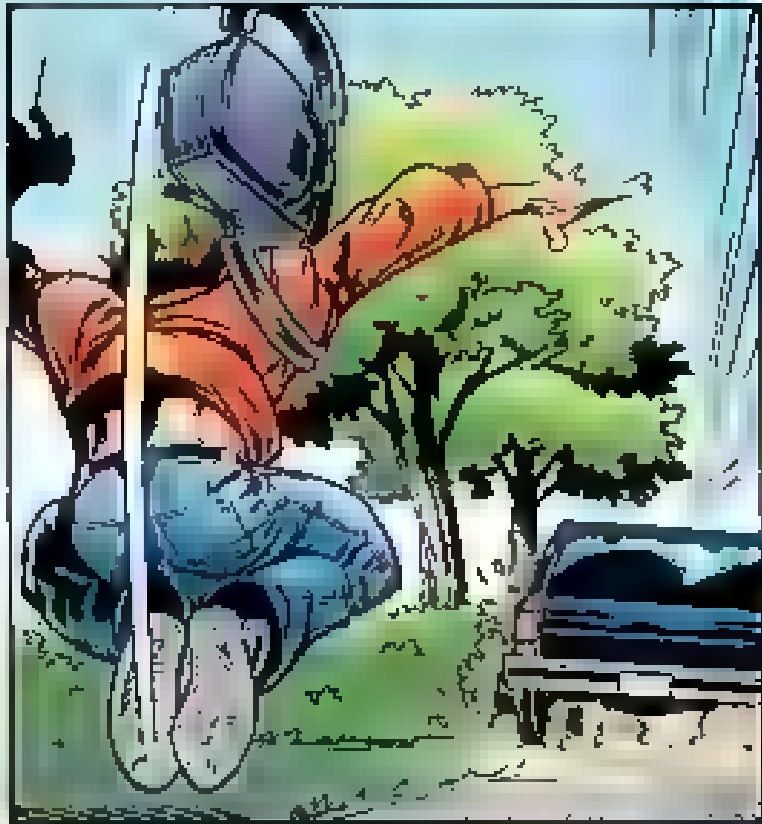
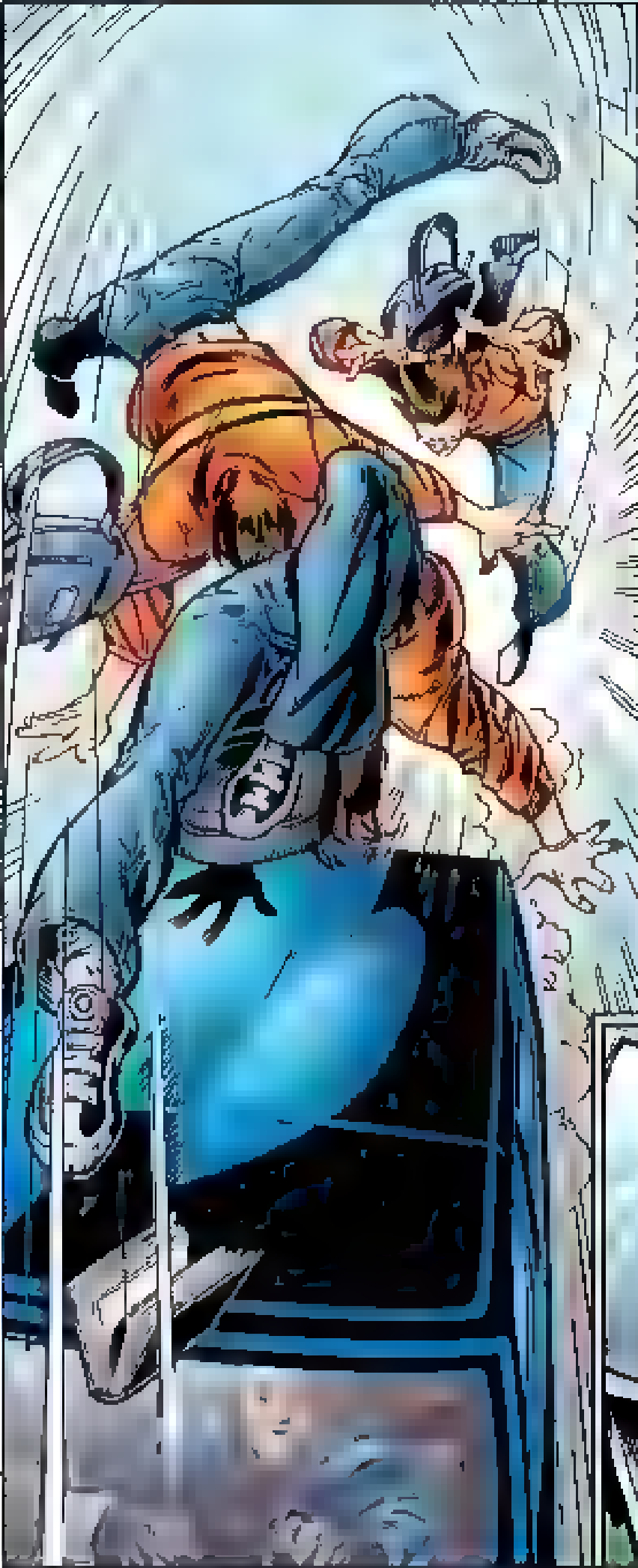






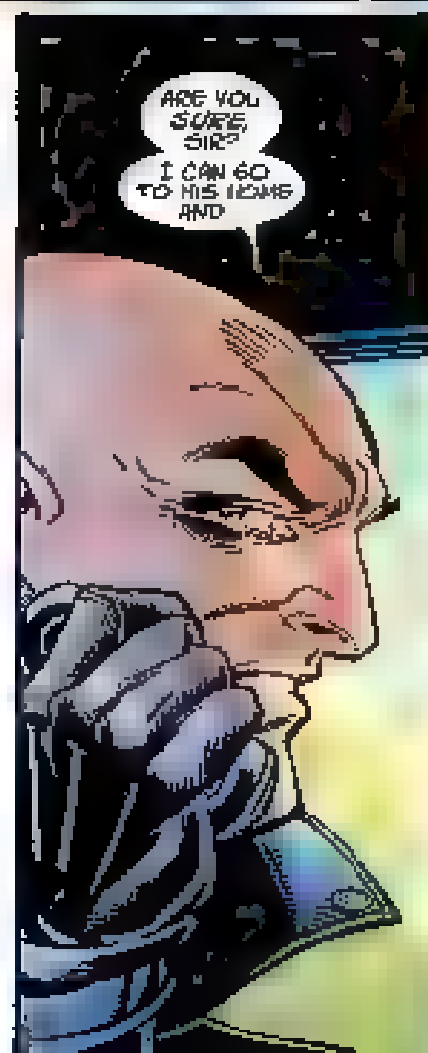
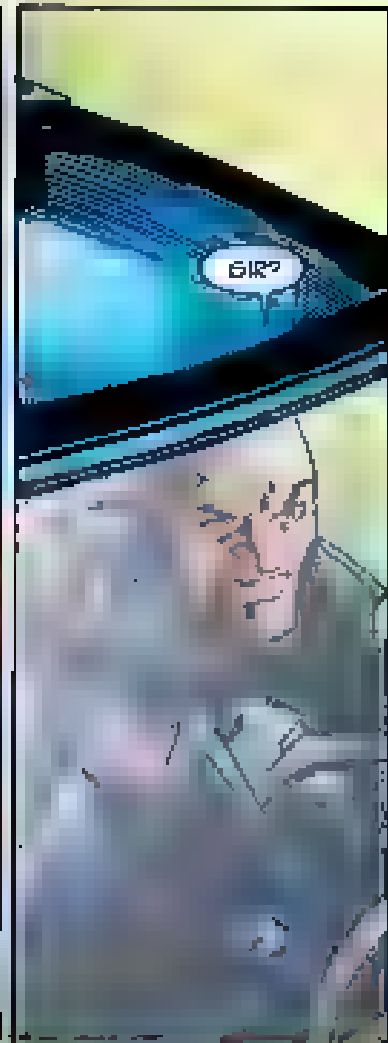
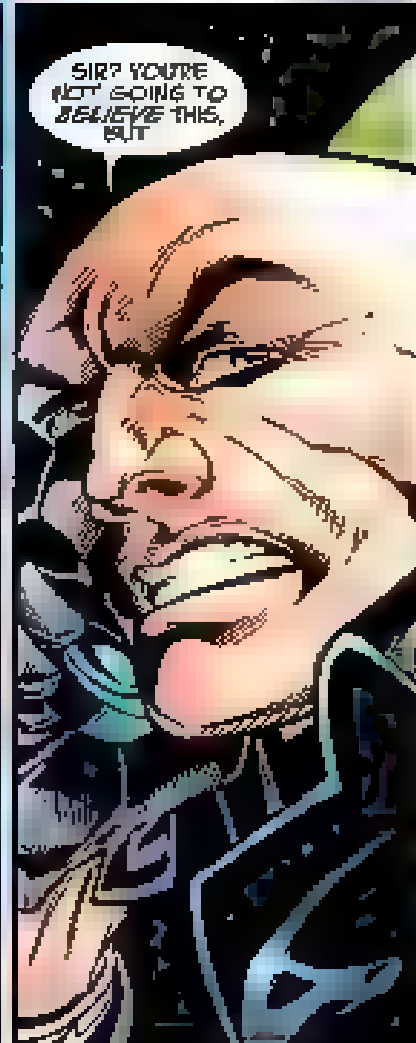


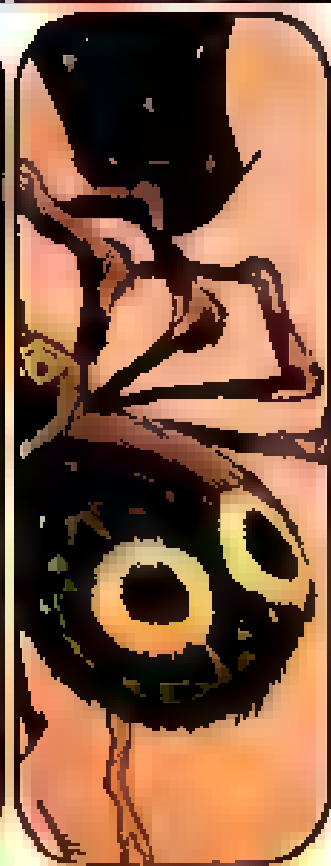
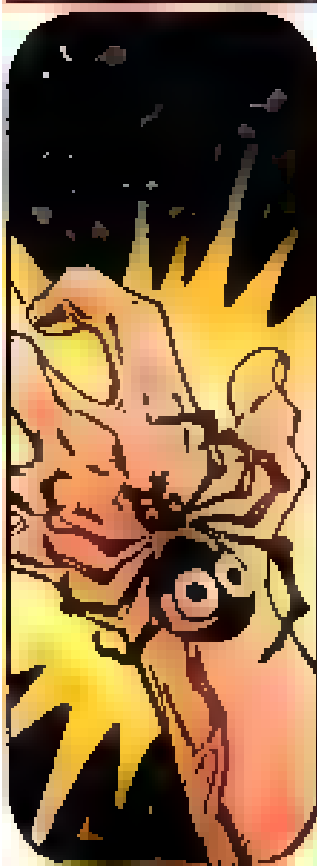
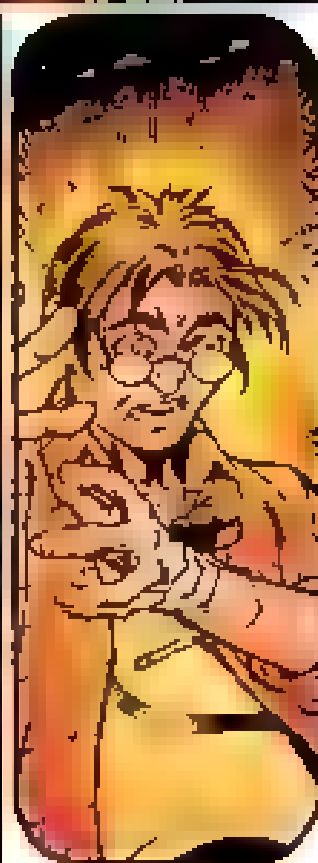


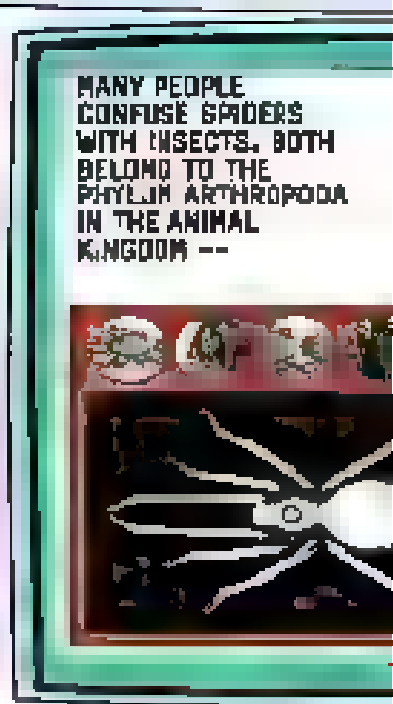
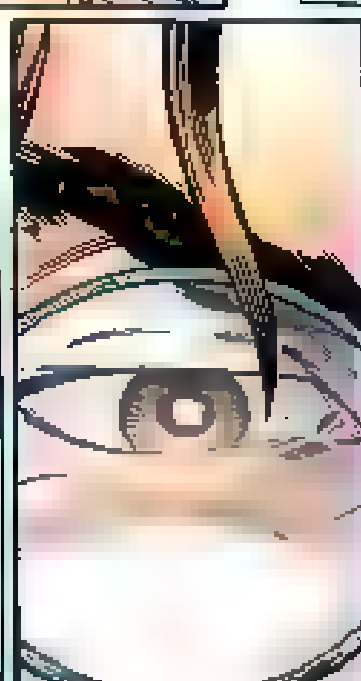
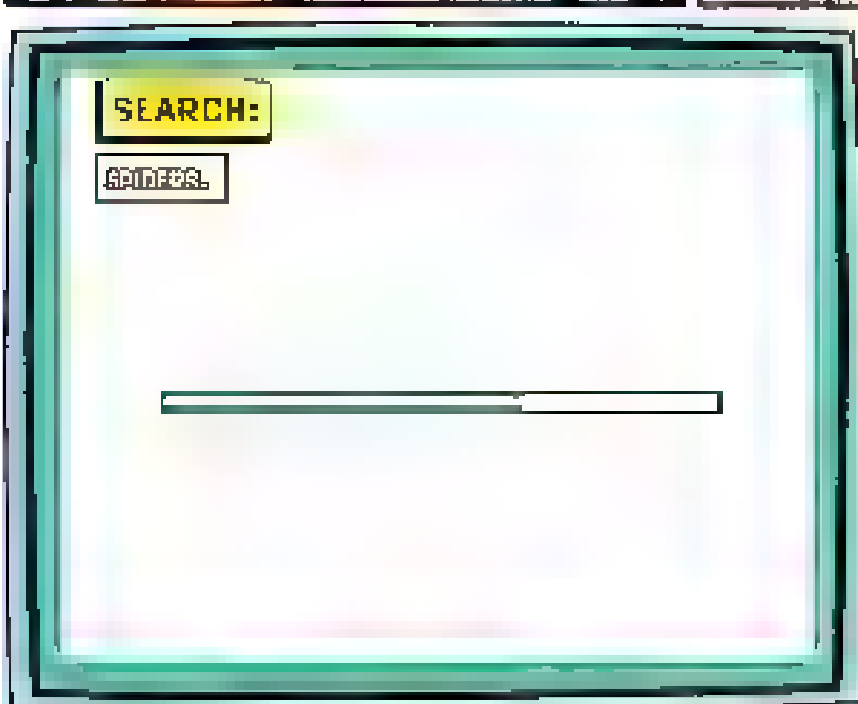
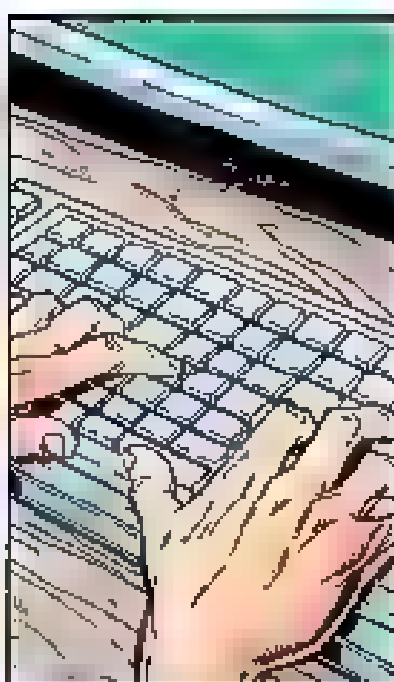
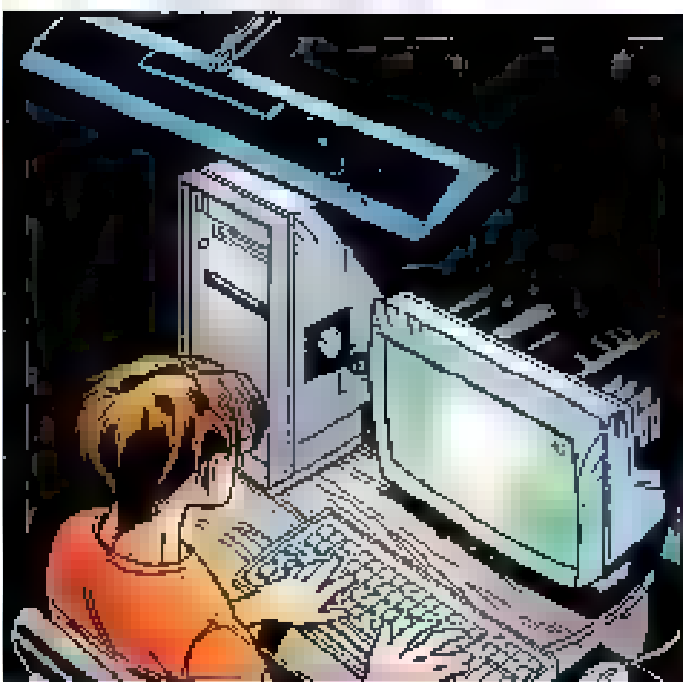




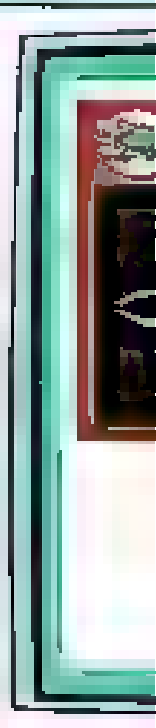


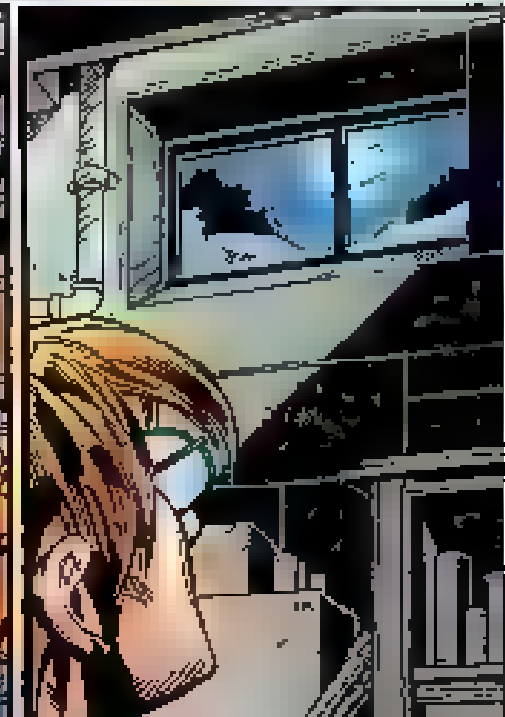
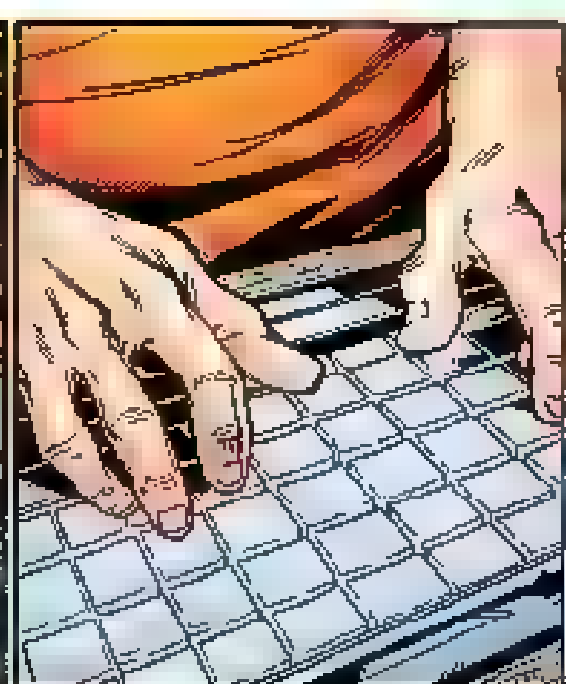






WELL, WHADDYA THINK OF THAT







PETER,  
GET UP  
NOW!



SO I GOT A CALL  
AT WORK AND AND THE  
POLICE TALKED TO ME SAYS  
THAT HE DIDNT EVEN  
GO TO SCHOOL  
TODAY

WHERE HAVE  
YOU BEEN ALL  
DAY, PETER?

I WAS  
IN MY  
LAB

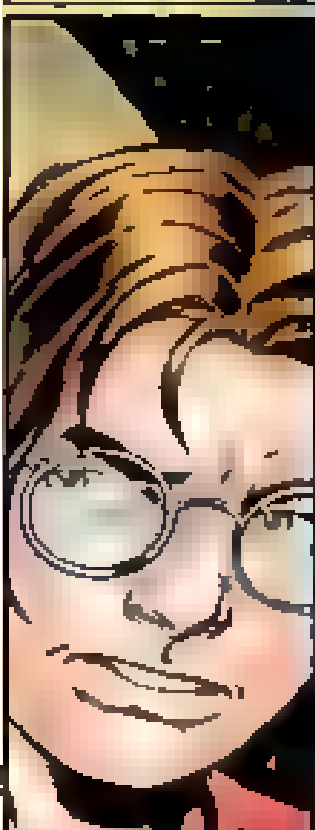
WHAT  
WERE YOU  
DOING?



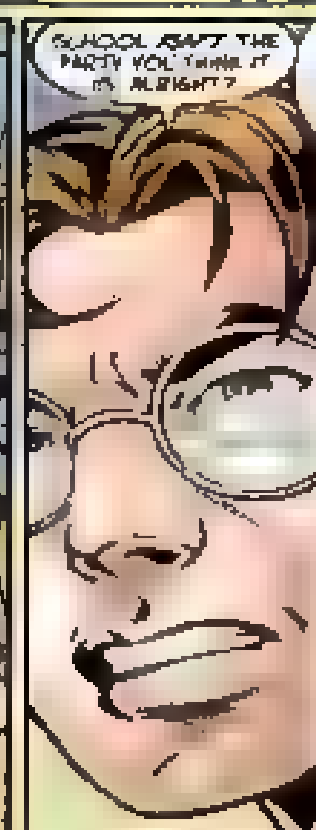
HE-LO?

I DIDNT FEEL LIKE  
GOING TO SCHOOL  
TODAY

DIDNT  
FEEL LIKE  
GOING?



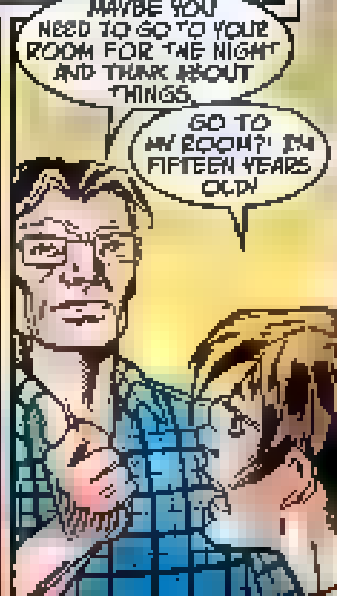
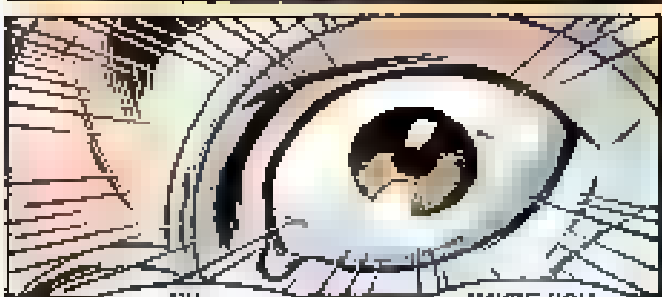
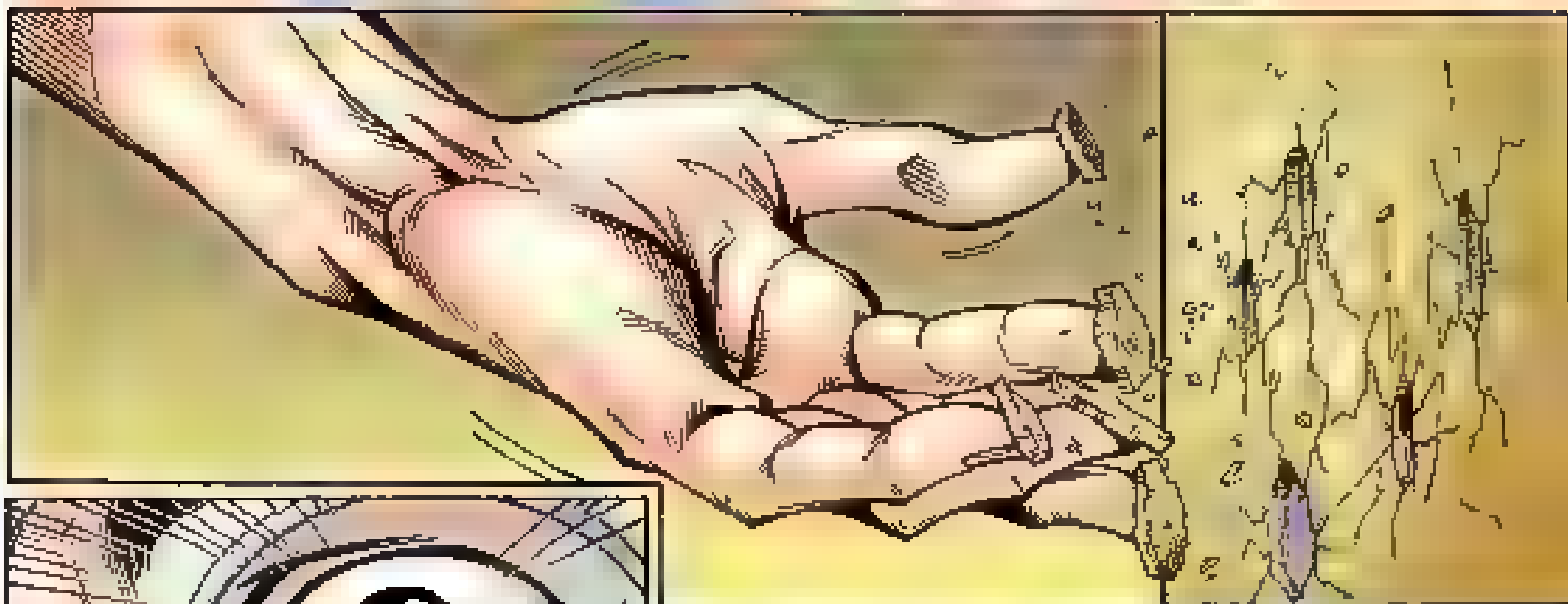
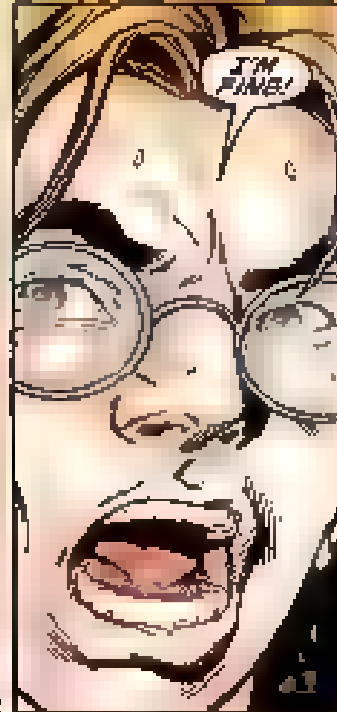
HE  
DIDNT  
FEEL LIKE  
GOING?



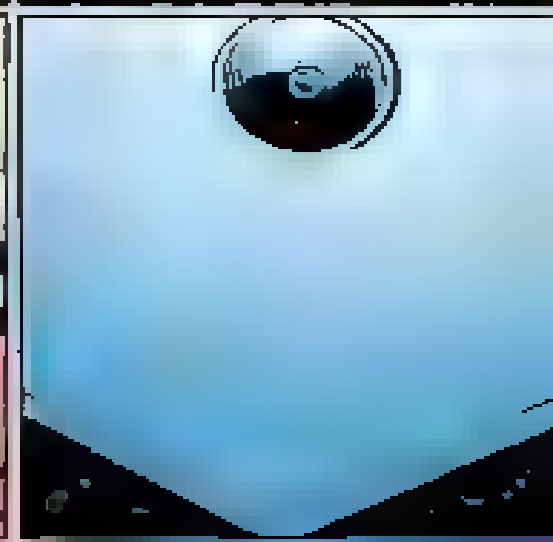
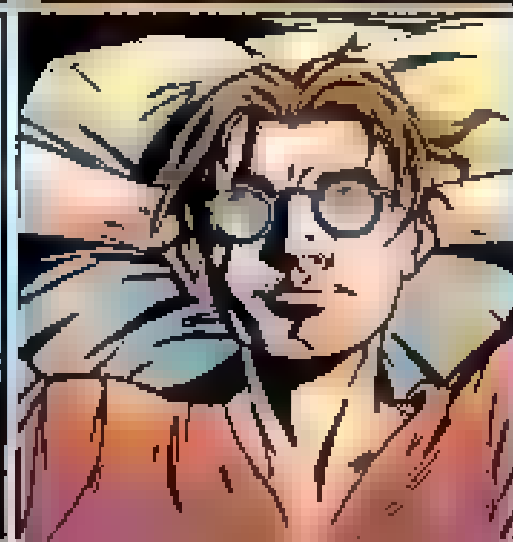
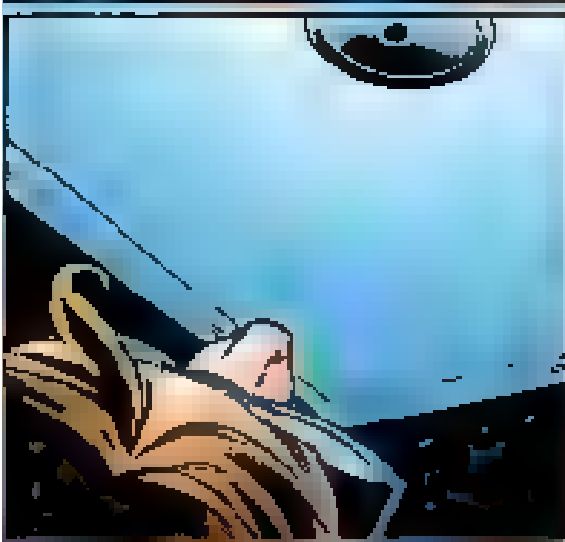
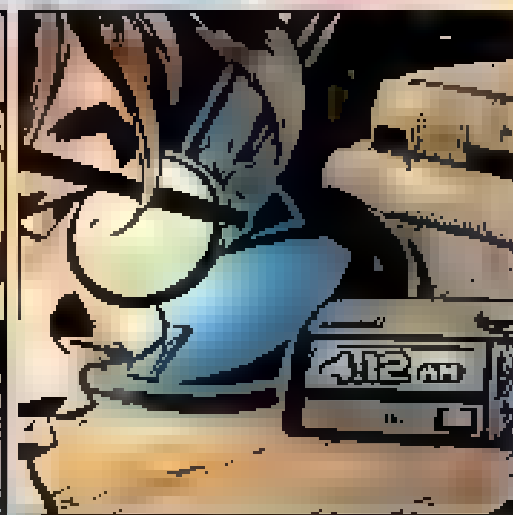
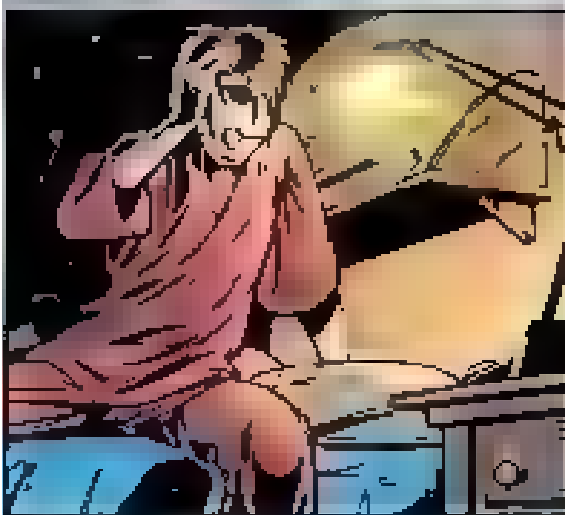
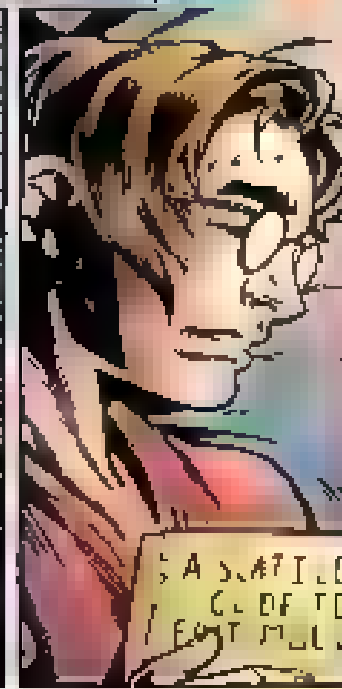
SCHOOL RANT THE  
PARTY YOU THINK IT  
IS ALRIGHT?

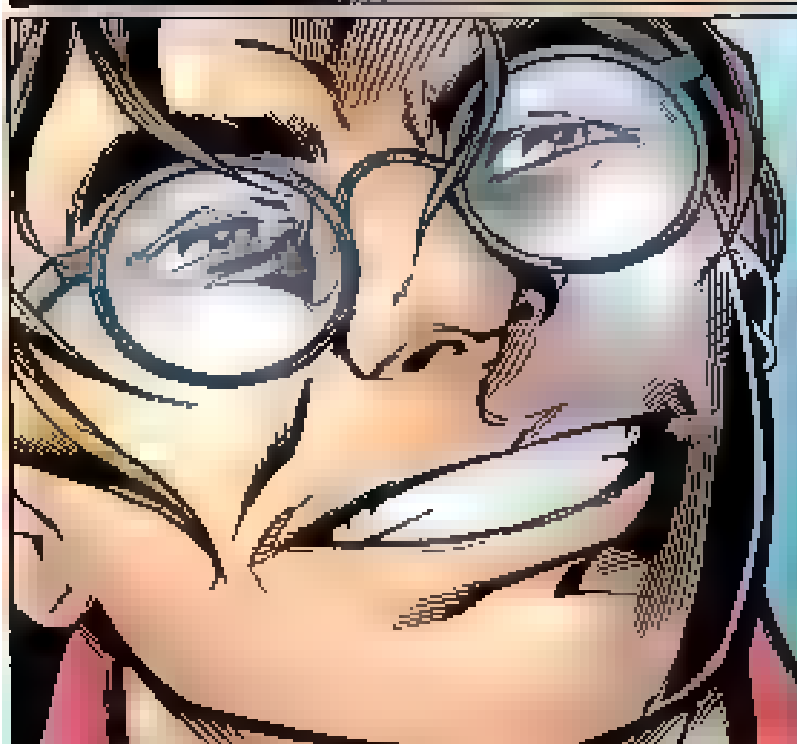
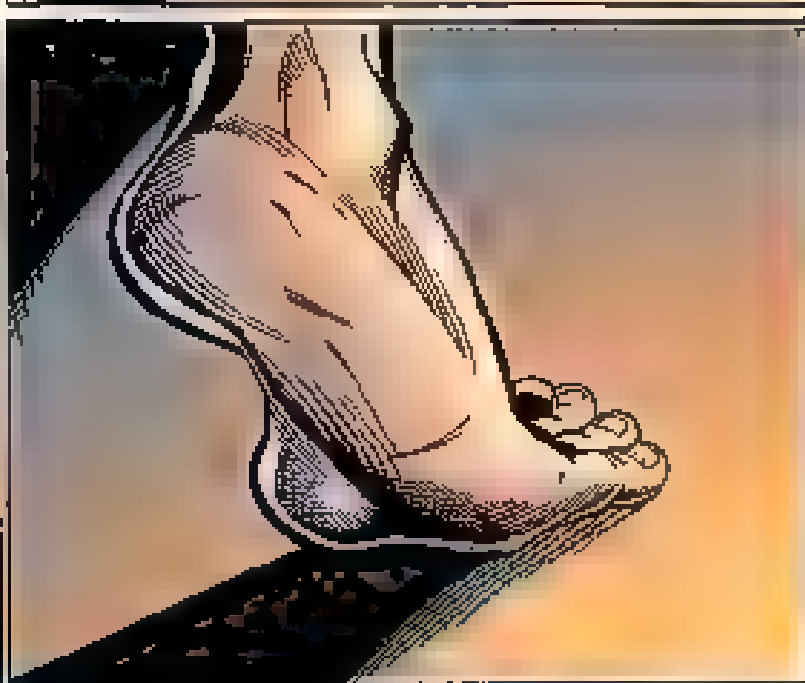
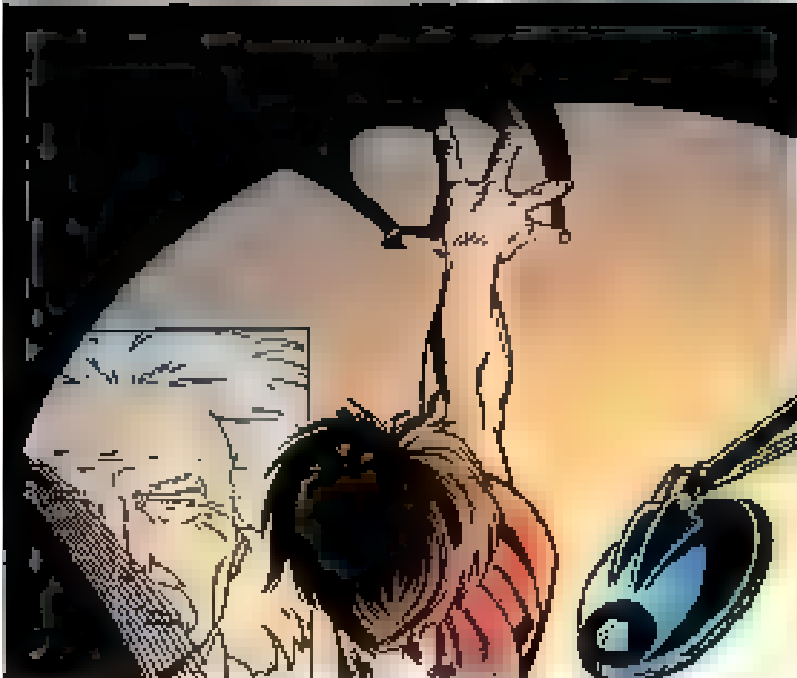


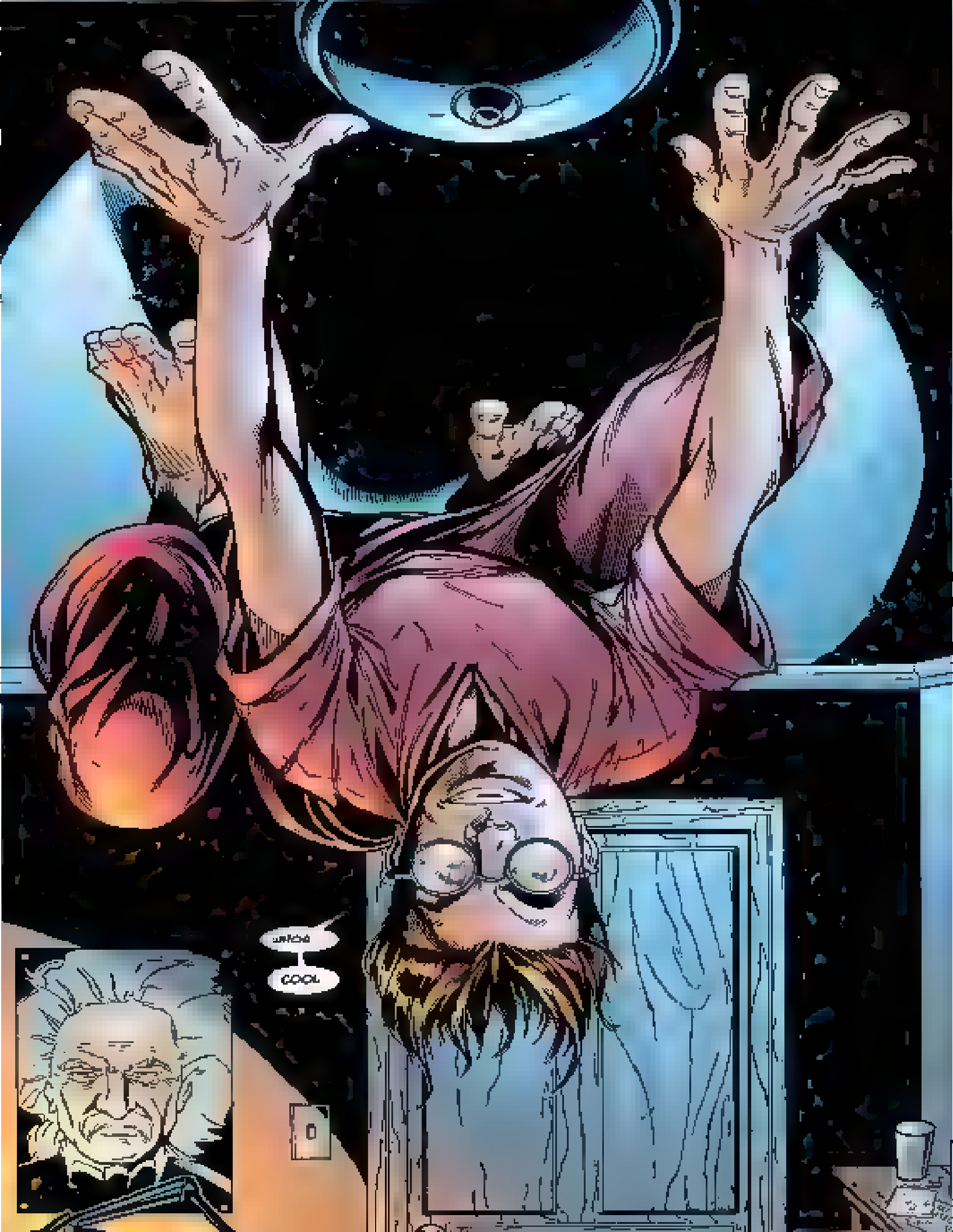
WELL YOU'RE NOT  
SUPPOSED TO BE  
HAVING A PARTY YOUNG  
MEN YOU'RE SUPPOSED  
TO BE IN SCHOOL  
TO LEARN!















IN 1930  
THE REPUBLICANS  
CONTRAINED THE HOUSE  
IN AN EFFORT TO ELEVATE  
THE EFFECTS OF THE  
ANYONE? ANYONE?  
THE GREAT  
DEPRESSION

DEBATED  
THE "ANYONE?  
ANYONE?"  
THE  
TARIFF BILL THE  
OIL ACT IMMEDIATE  
TARIFF ACT



ANYONE? BASED ON  
LOWEST TARIFFS  
IN ORDER TO COLLECT MORE  
REVENUE FOR THE FEDERAL  
GOVERNMENT

ANYONE KNOW THE EFFECTS?  
IT DID NOT WORK AND THE UNITED  
STATES GOVERNMENT "SOME"  
DEEDED IN "THE GREAT  
DEPRESSION"



TODAY WE HAVE A SUMMER  
DEBATE OVER THE ANYONE?  
ANYONE KNOW WHAT  
THIS IS?

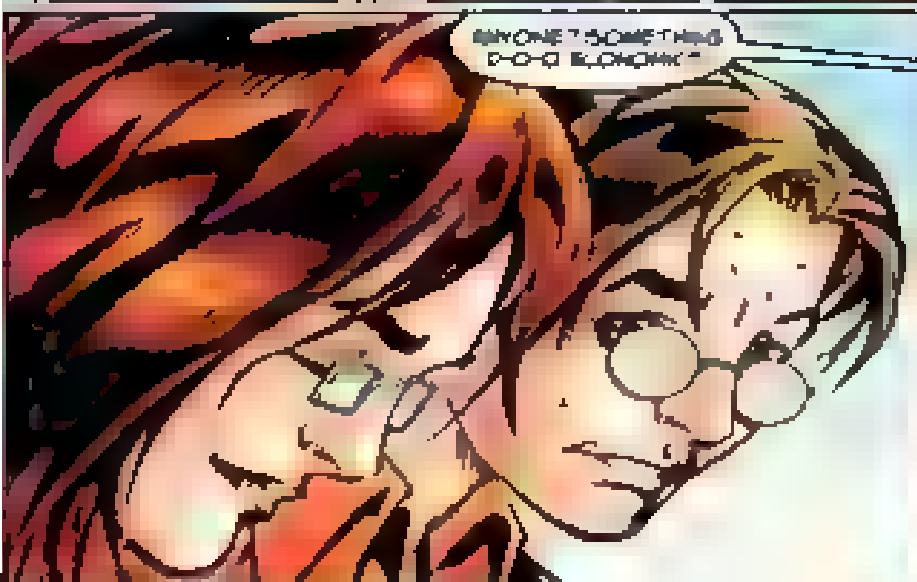


ANYONE? ANYONE?  
ANYONE SEEN THIS  
BEFORE? THE LATTER  
ACT ANYONE  
KNOW WHAT THIS  
IS?

IT SAYS THAT  
AT THE POINT ON  
THE REVENUE CURVE  
YOU WILL GET EXACTLY  
THE SAME AMOUNT  
OF REVENUE AS  
THIS POINT



THIS IS A VERY  
CONTROVERSIAL DOES  
ANYONE KNOW WHAT  
VICE PRESIDENT BUSH  
CALLED THIS IN  
1997?



ANYONE? SOMETHING  
D-O-O BLOOMING?



VOODOO  
PRACTICE

# GROWING PAINS







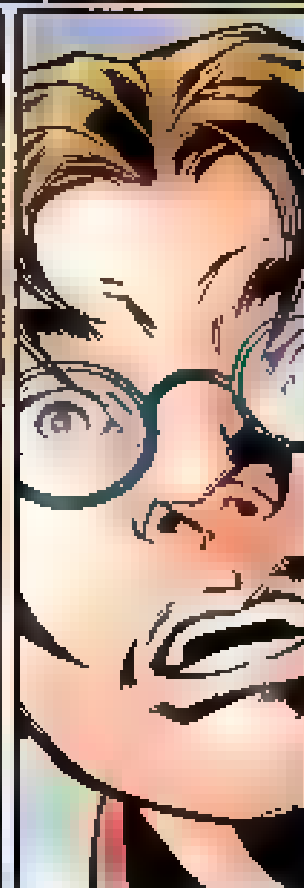
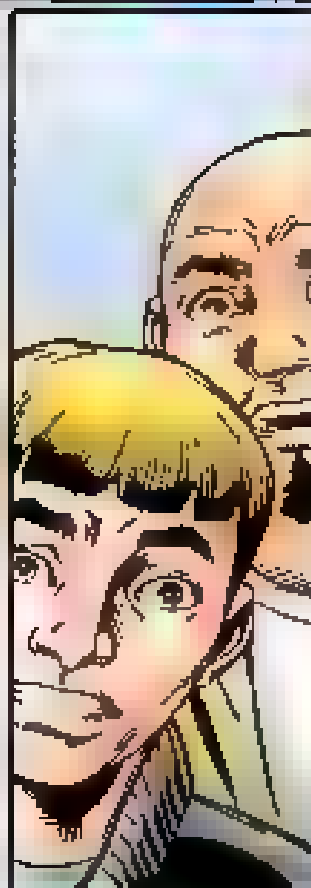
PARKER ?

OH NA NA NAH  
OH NA NAH  
OH NA NAH  
YOU ARE THE  
BIGGEST  
SPAZZON!

"AND  
FOR MY NEXT  
TRICK I SHALL  
ACTUALLY TRIP  
WHILE SITTING  
DOWN!"

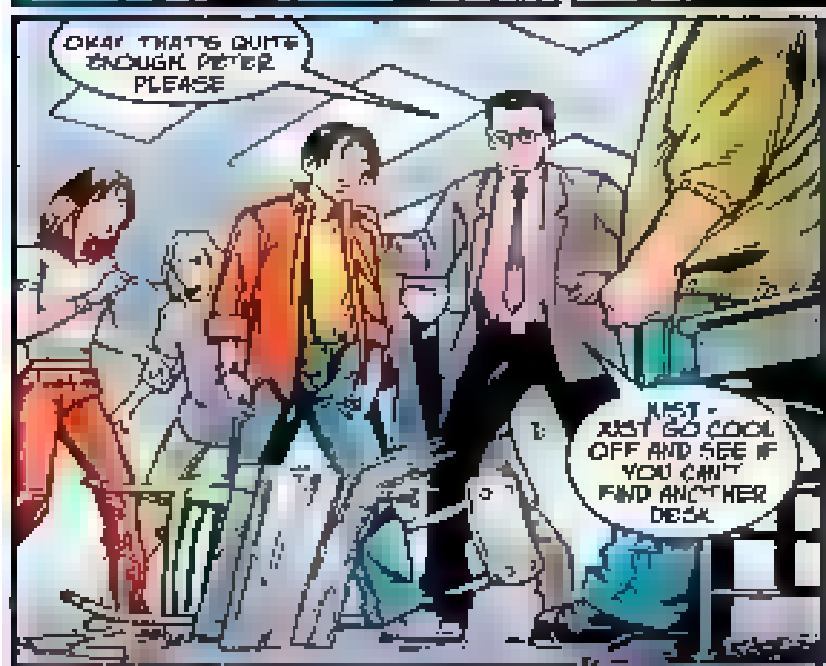


HEY! HOW  
ABOUT YOU  
SHUT THAT STUPID  
FACE OF YOURS  
OR I'LL SHUT IT  
FOR YOU!



HA NA NA NA  
OH MAN

DID HE  
JUST ?  
NO NA NA  
HA NA NA  
HAH!



OKAY THAT'S QUITE  
ENOUGH PETER  
PLEASE

JUST -  
JUST GO COOL  
OFF AND SEE IF  
YOU CAN'T  
FIND ANOTHER  
DECK



HEHHEE. MHA. HE  
IS CONSTANTLY  
ENTERTAINING

THAT'S  
ABOUT ENOUGH  
THOMPSON

YOU HE  
ALMOST  
KICKED YOUR  
BUTT  
GUYS!

I KNOW  
I'M SO VERY  
FRIGHTENED



THAT'S IT  
THOMPSON:  
DETENTION!

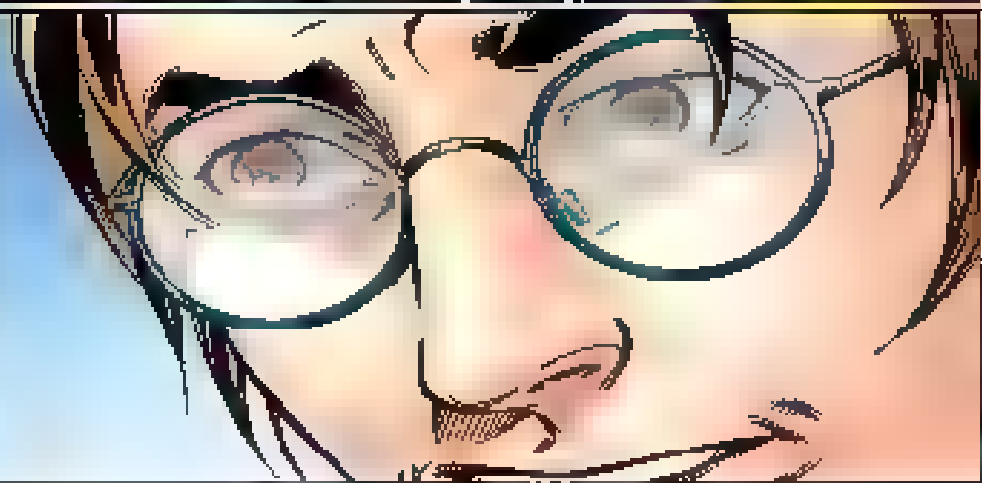
WHAT?  
WHY? WHAT'D  
I DO?

WHAT THE HECK IS WRONG  
WITH ME NOW? I MEAN, ONE  
MINUTE I'M CLIMBING WALLS  
AND THE NEXT MINUTE I'M  
DOING THE  
SPAZ DANCE.

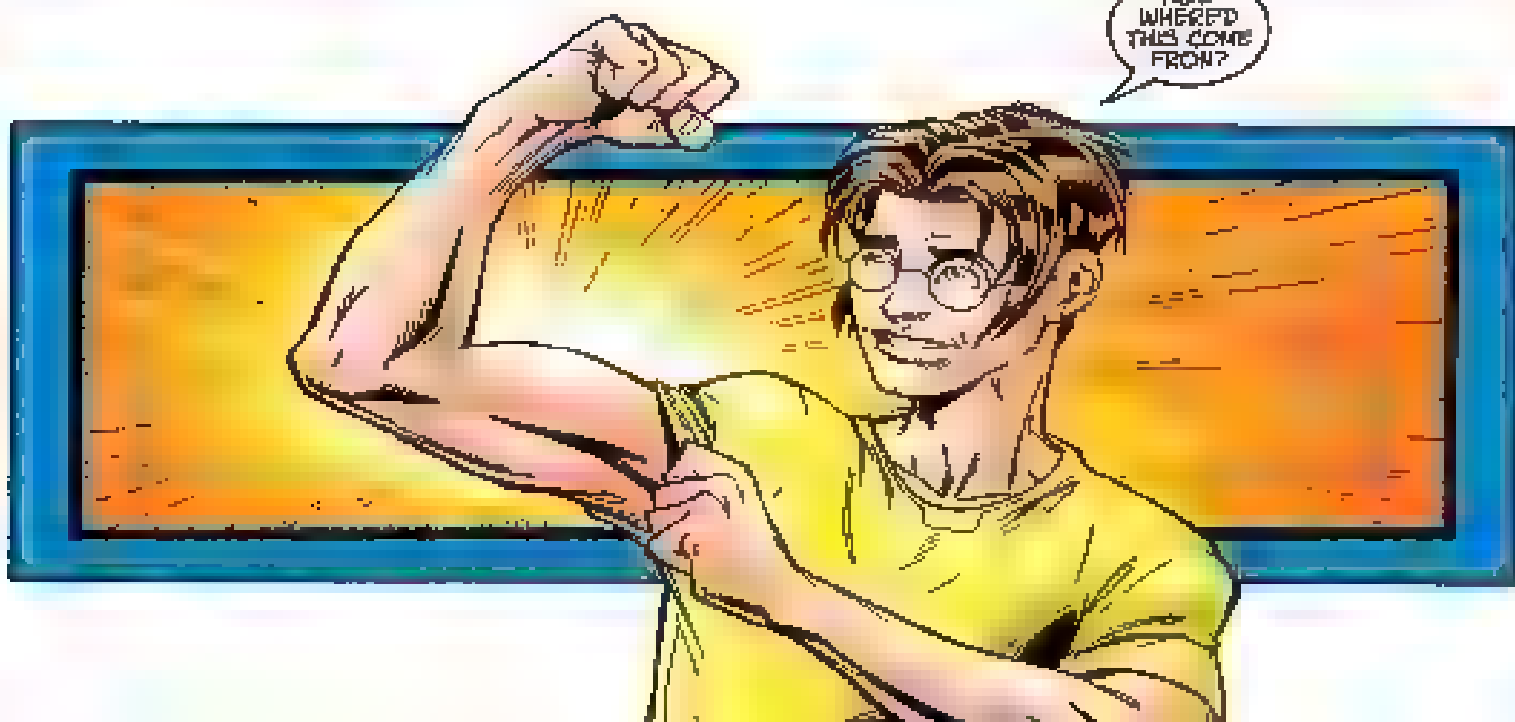
BUT BUT, NOW  
NOW I FEEL GREAT.  
TOTALLY GREAT BUT  
ALL THIS FROM ONE  
SPIDER BITE? THERE'S  
GOTTA BE MORE TO IT  
THERE'S GOTTA BE

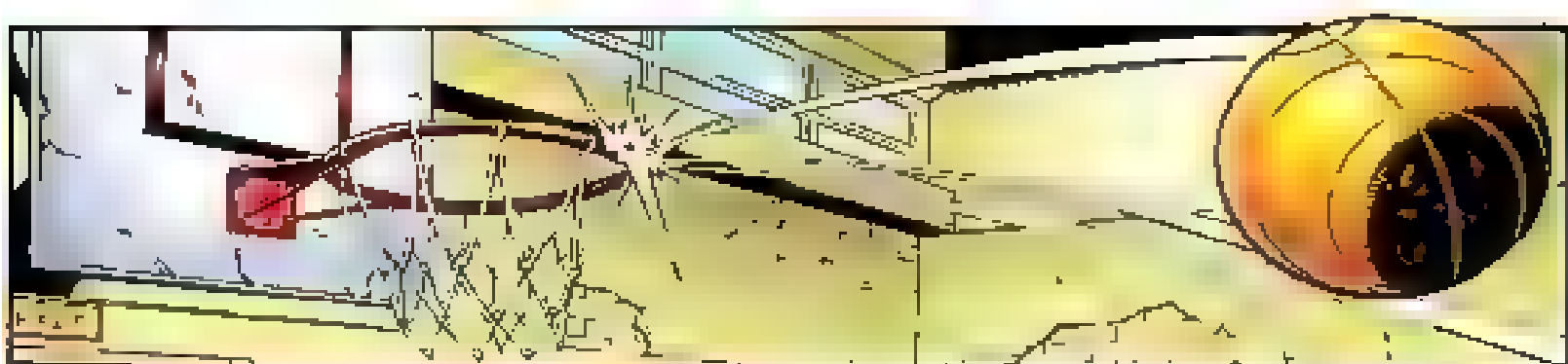
GOTTA BE SOMEONE I CAN  
TALK TO WITHOUT BEING  
LOCKED AWAY IN A FREAK  
FARM. AUNT MAY'S HEAD  
WILL JUST SHOOT RIGHT  
OFF HER BODY

I SHOULD TALK TO  
SOMEONE, A DOCTOR,  
MAYBE. MAYBE I'M  
DYING. BUT I CAN'T BE.  
I FEEL GREAT AND I...



NOW  
WHERE'D  
THIS COME  
FROM?





WELL, GLAD ALL THAT  
PRACTISING IS PAYING  
OFF MICHAEL  
NEXT.

OH  
GREAT! PARKER  
SOMEBODY CALL  
GUINNESS.

I GIVE YOU  
CREDIT PARKER, YOU  
ALWAYS SHOW UP NO  
MATTER HOW FLAME  
THE 6'S TURN.  
LET'S GO



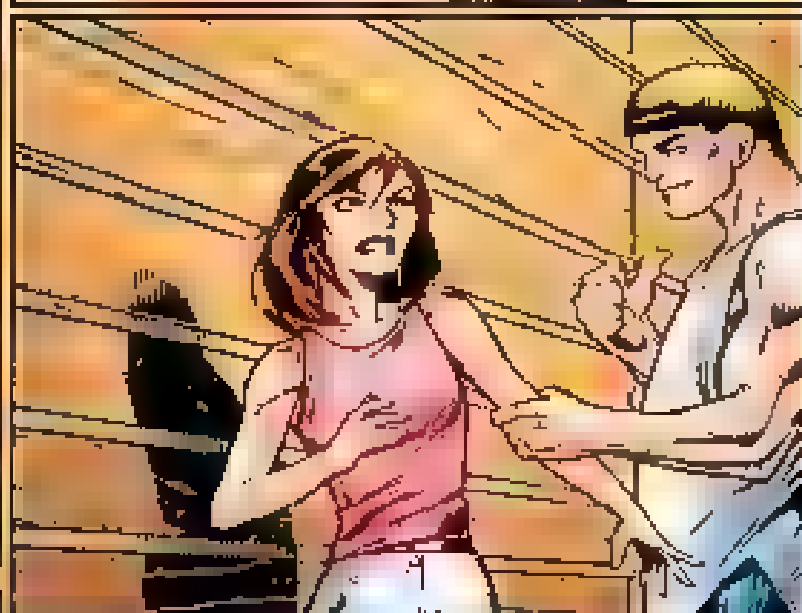
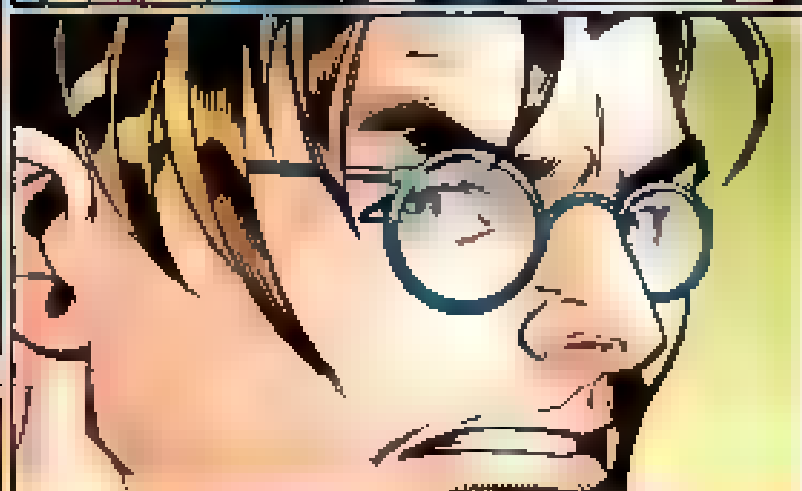
COME ON,  
GO.

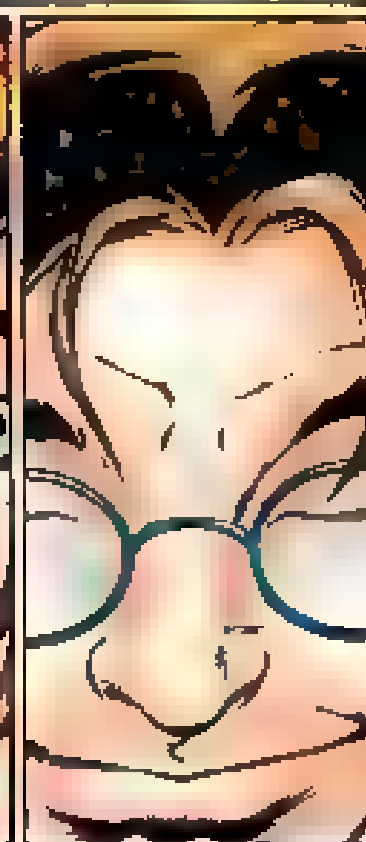
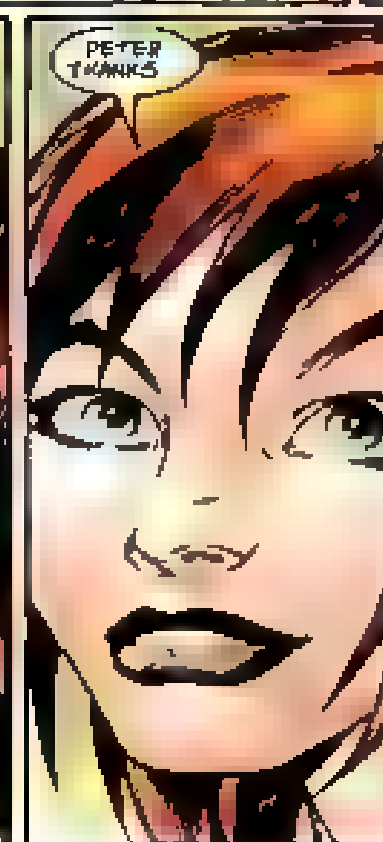
YEAH, I KNOW  
THERE'S MORE  
GOIN' ON IN  
THERE BRAINY  
JANE

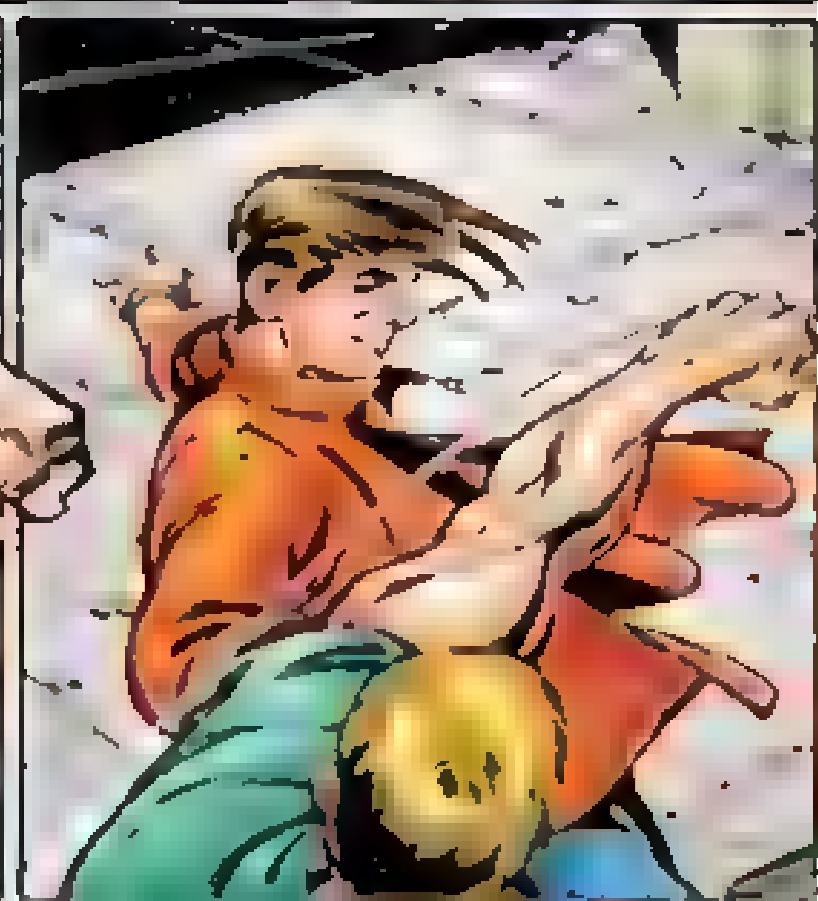
I BEEN  
CHECKING YOU  
OUT

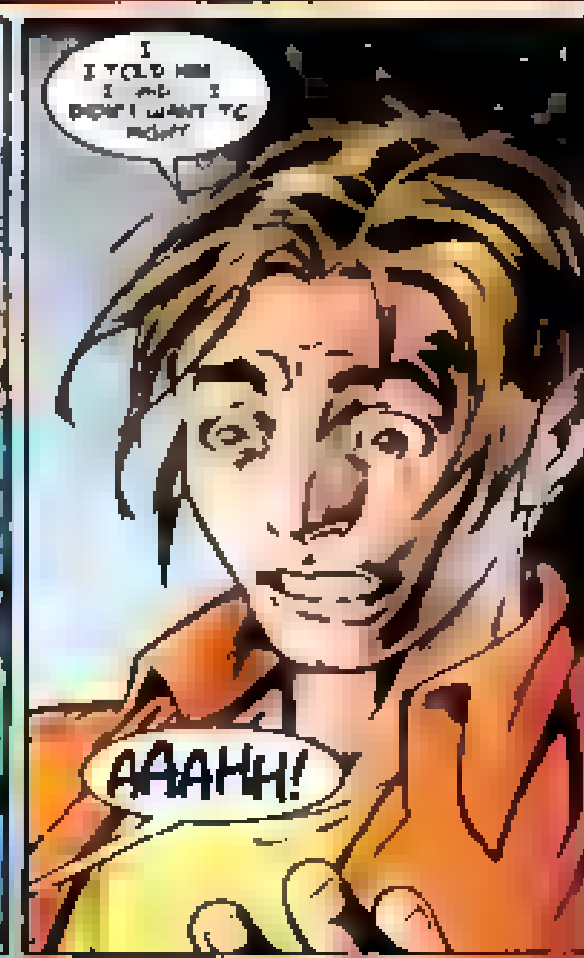
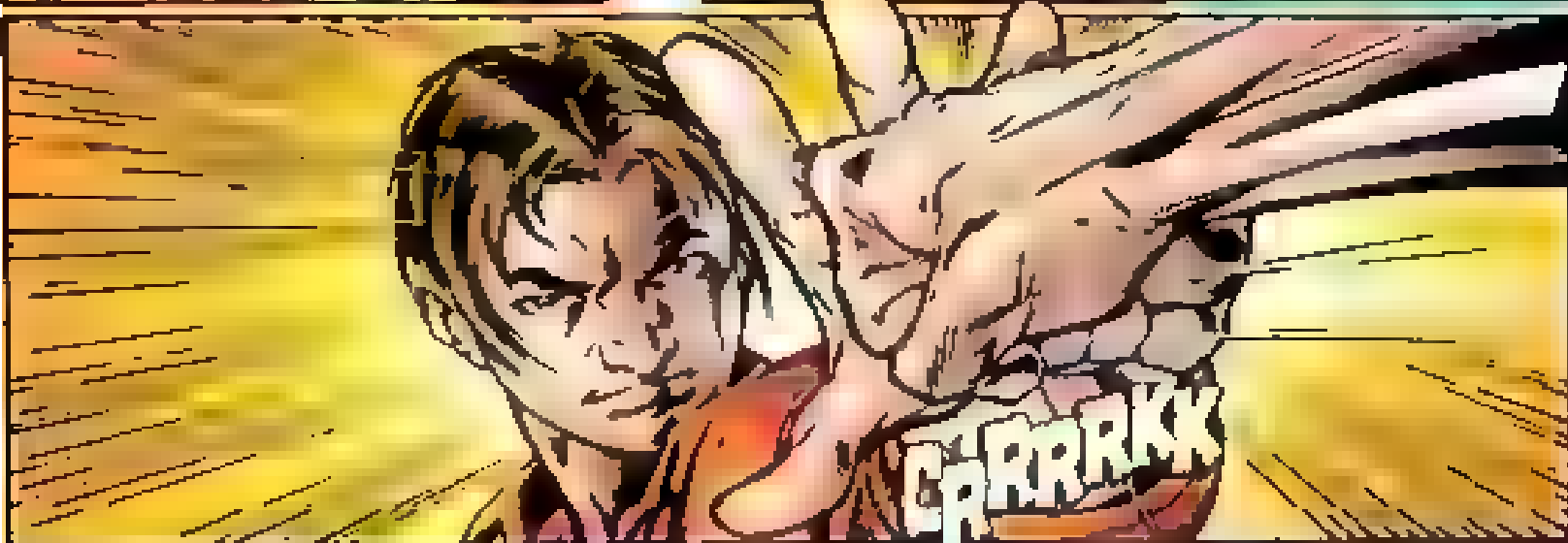
PARKER  
PLEASE WHILE I  
STILL HAVE A WILL  
TO LIVE

HAVE YOU?  
WELL, DO ME A  
FAVOR AND

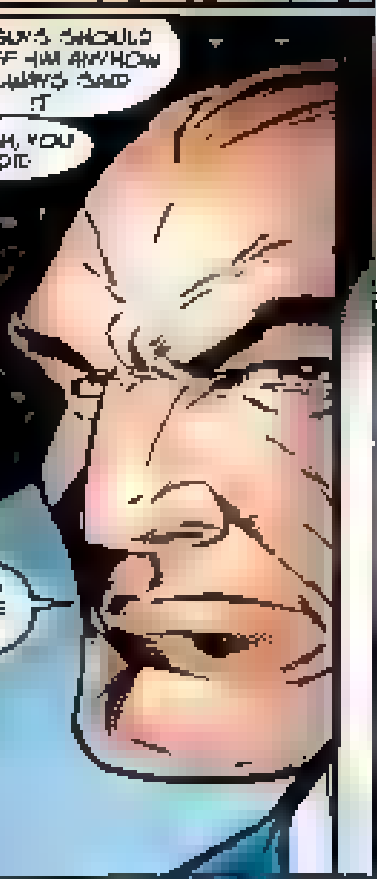
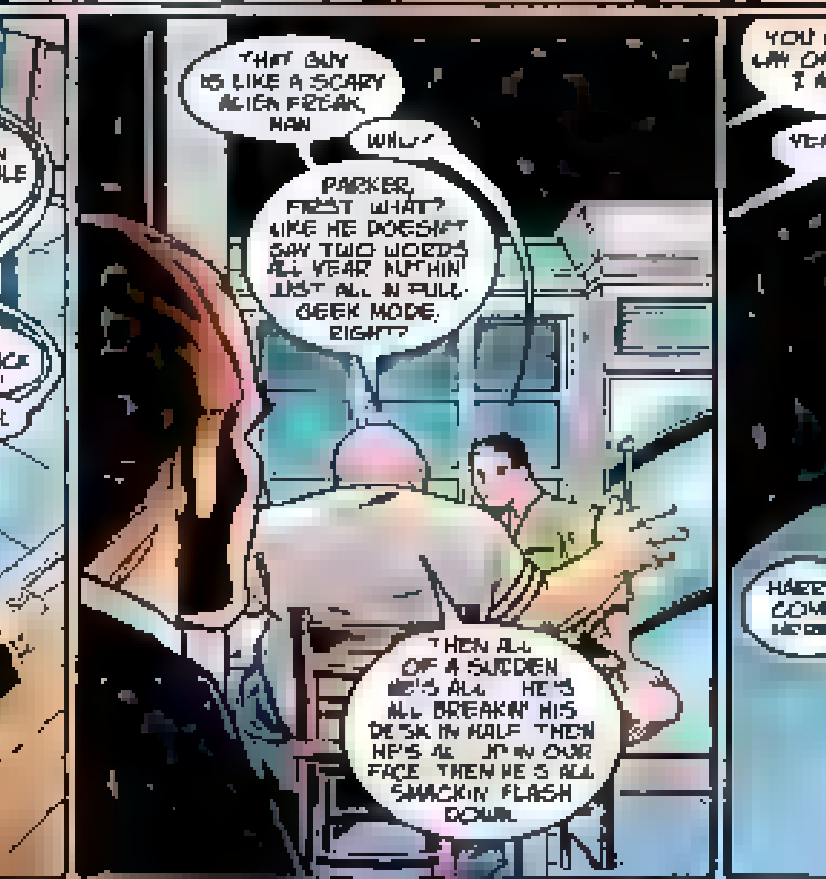
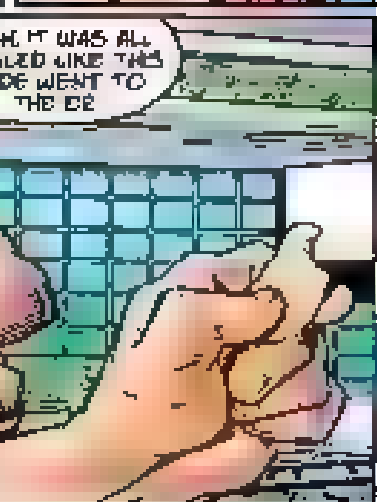
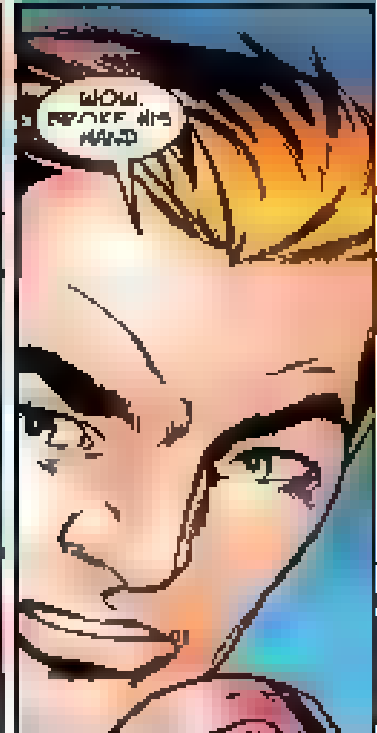
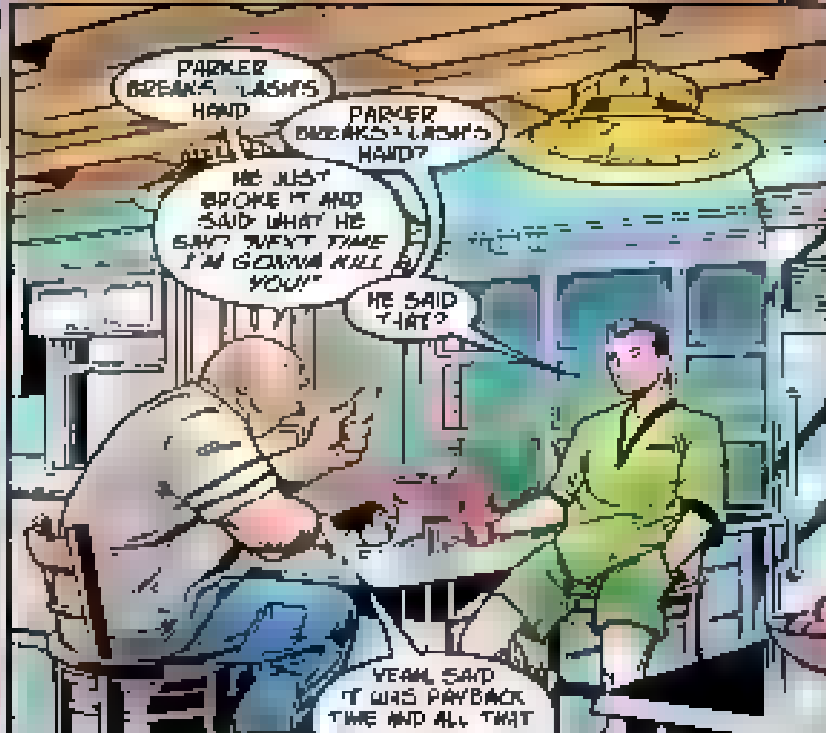


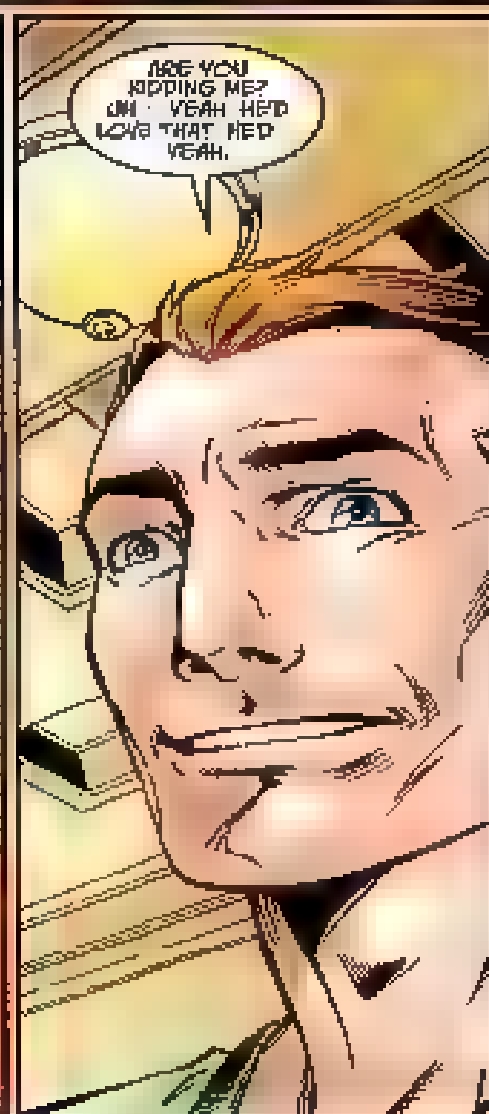
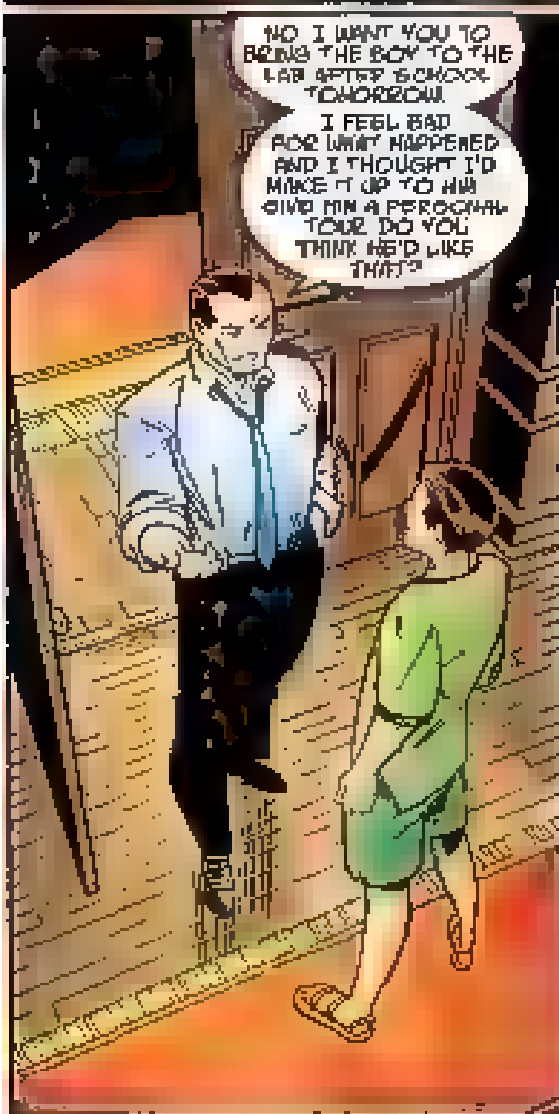
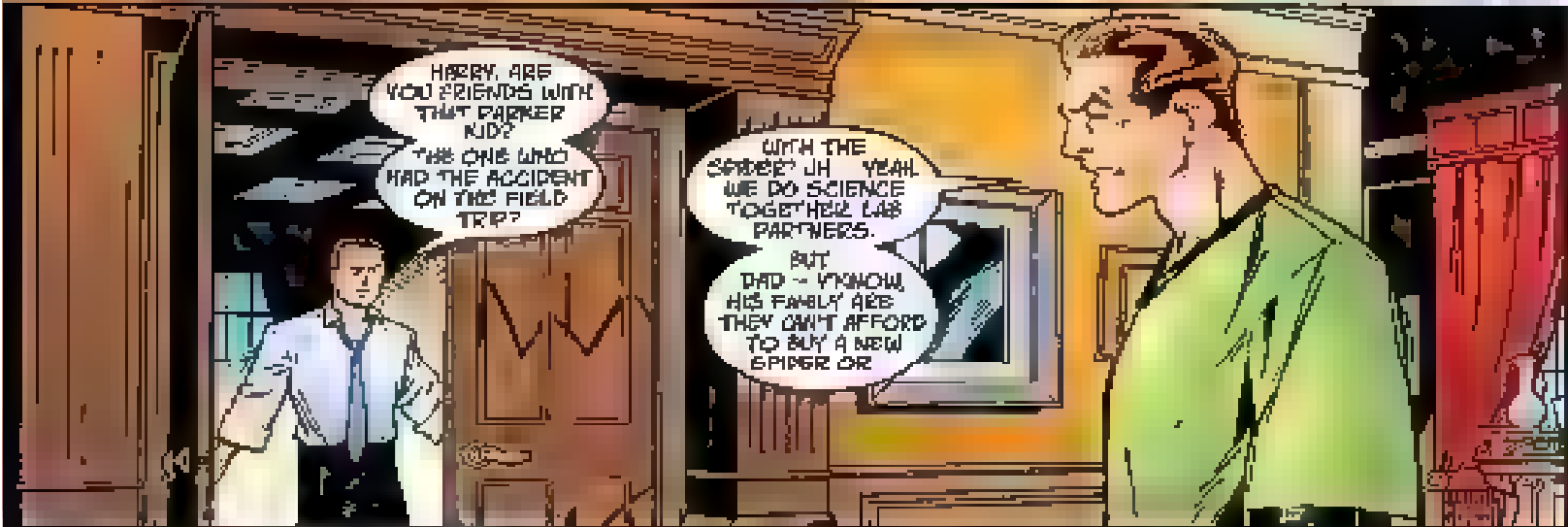


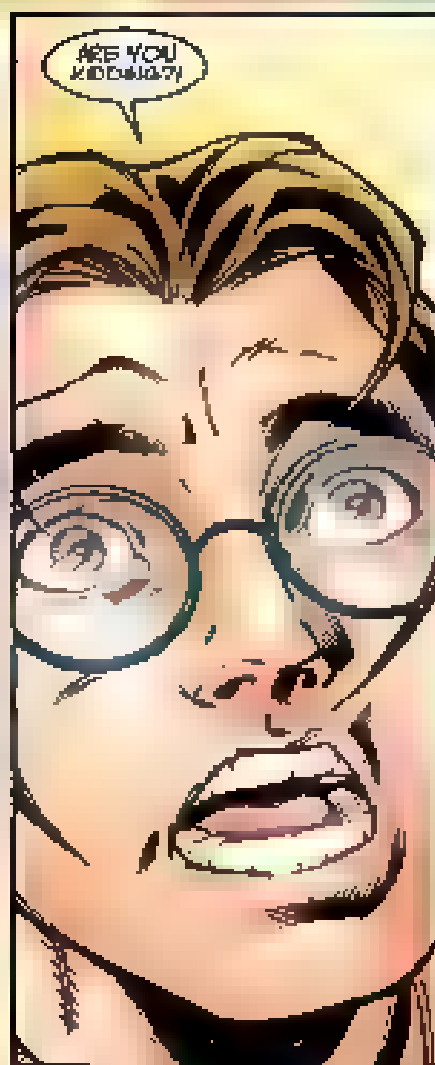
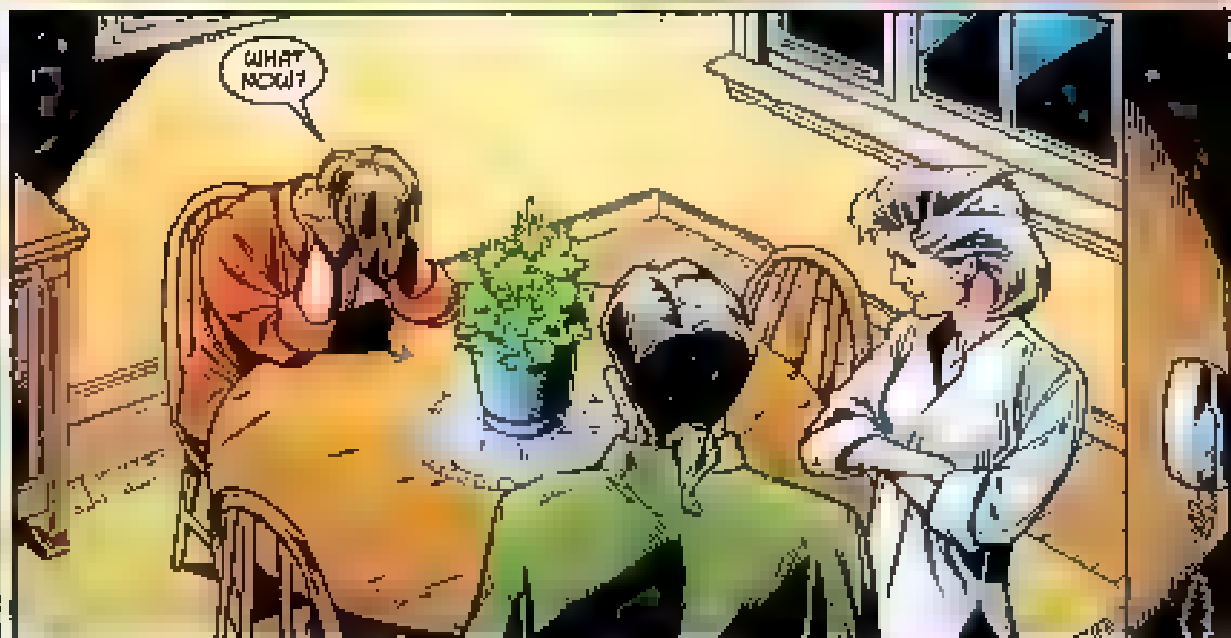




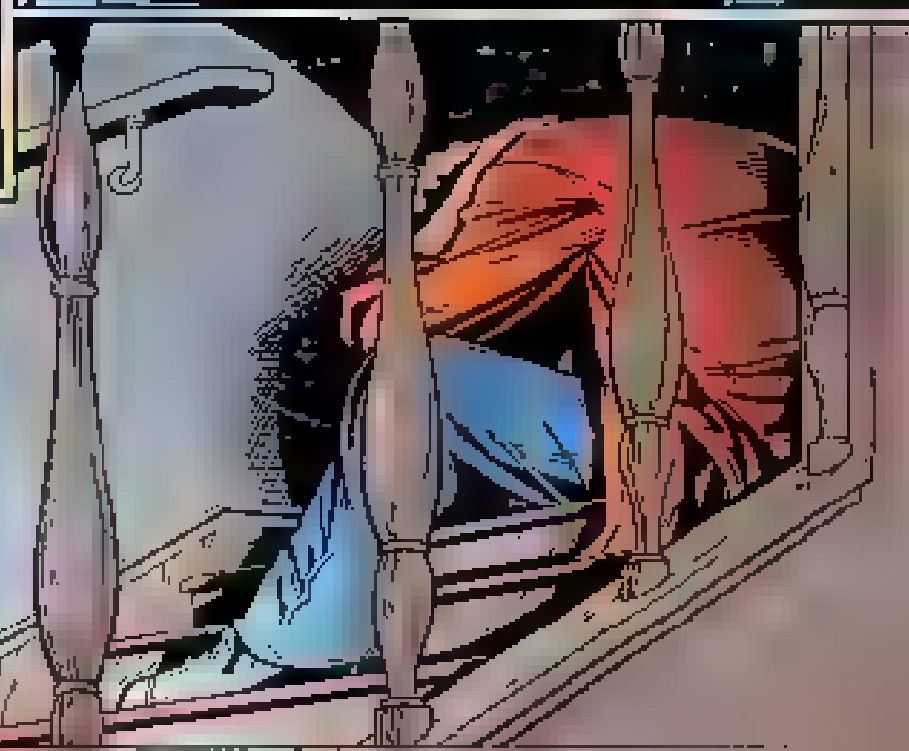
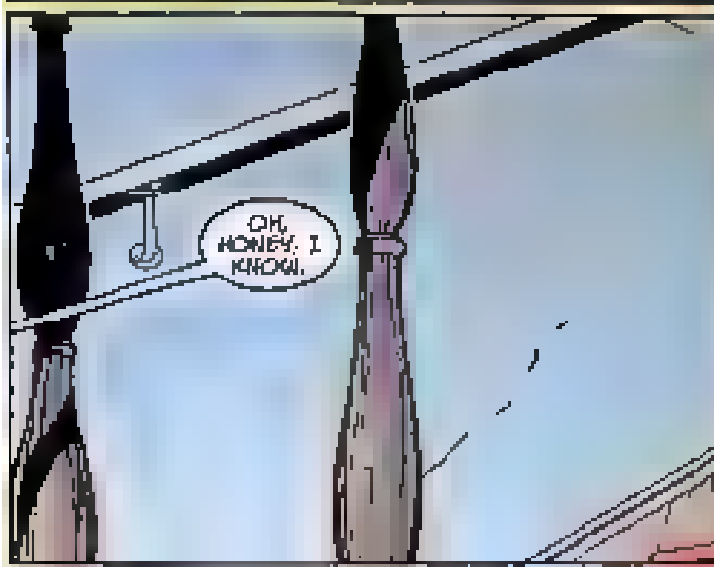
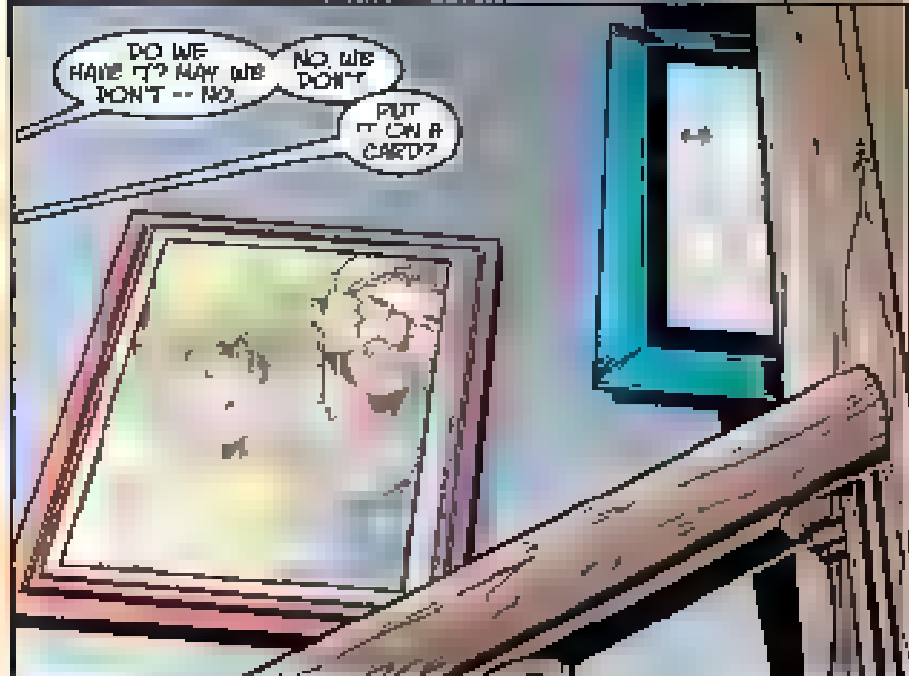


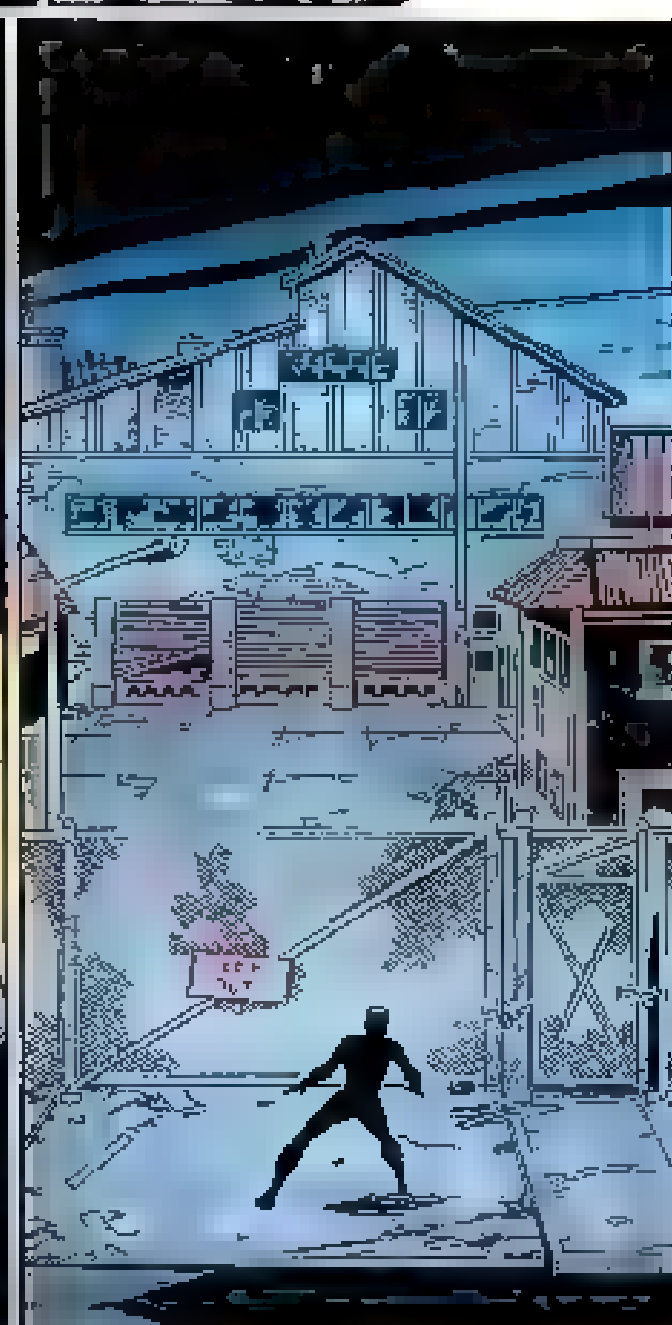
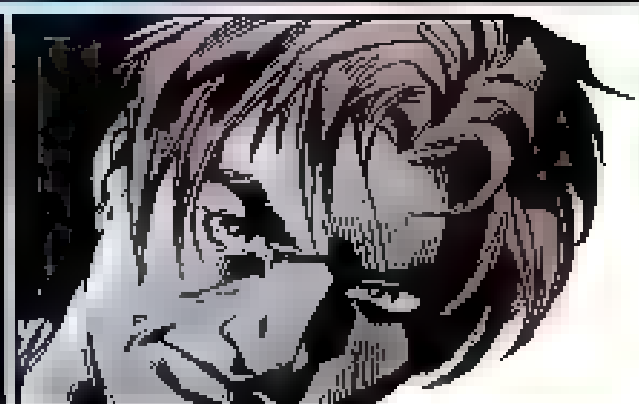
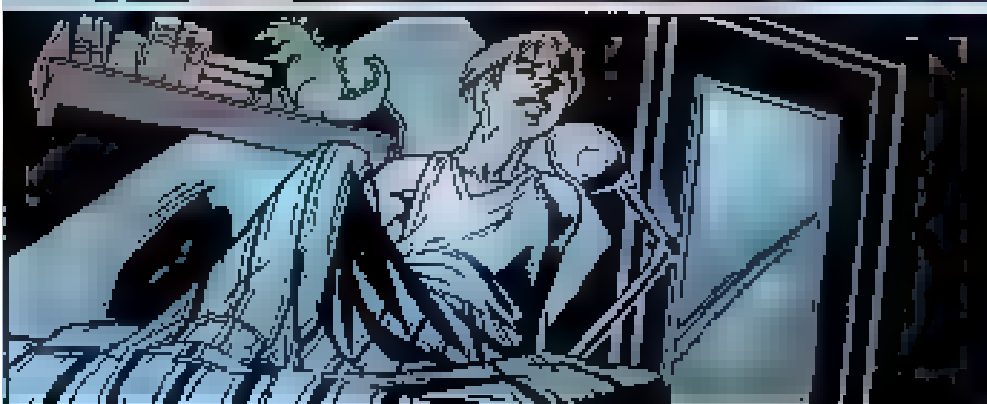




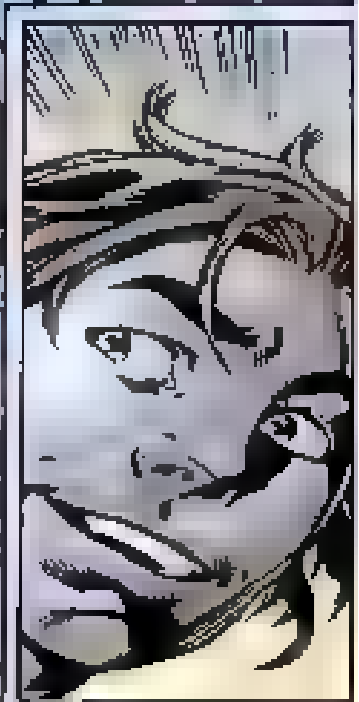
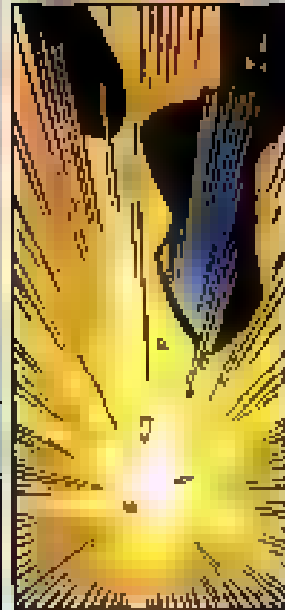
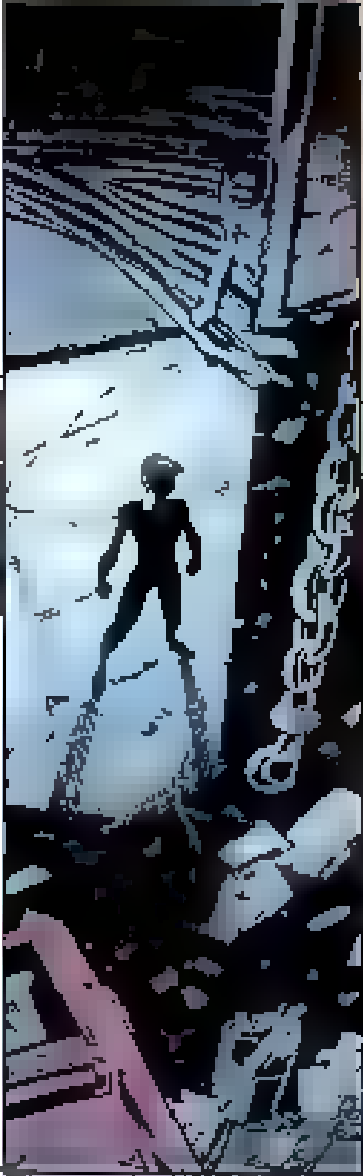


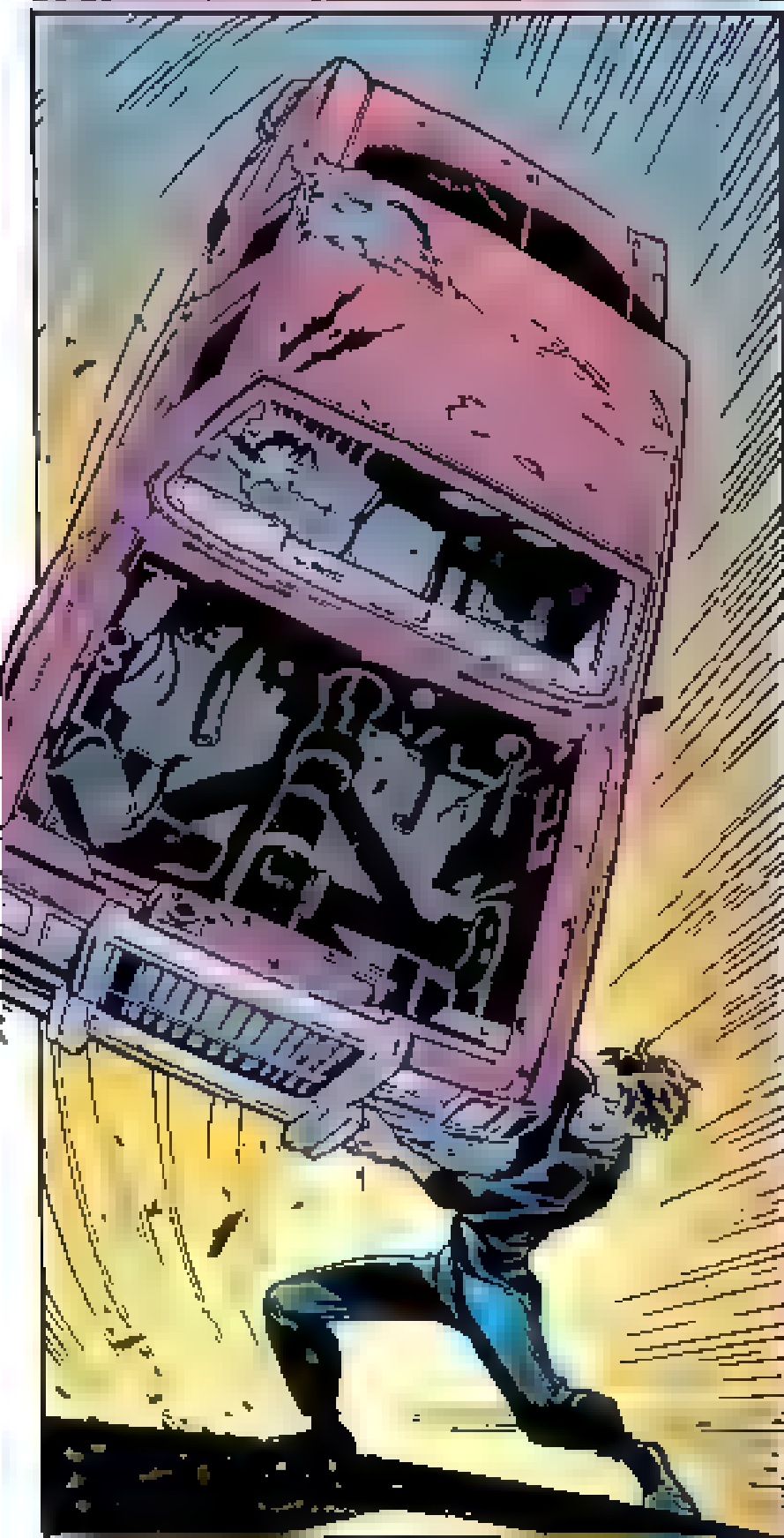
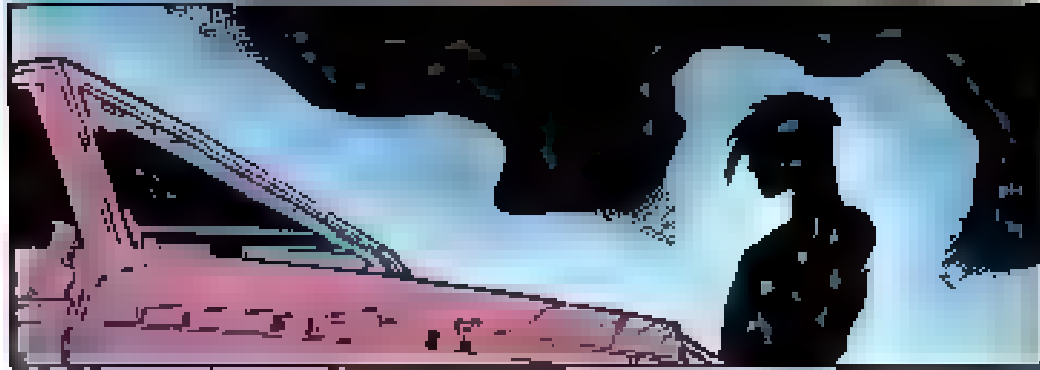


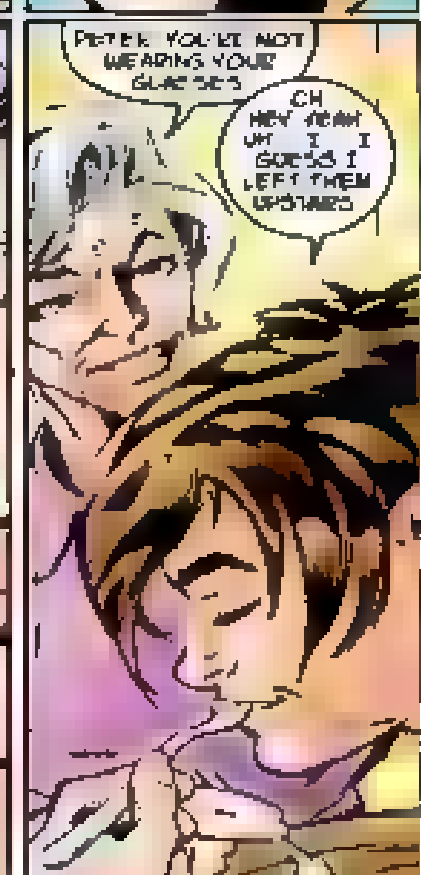
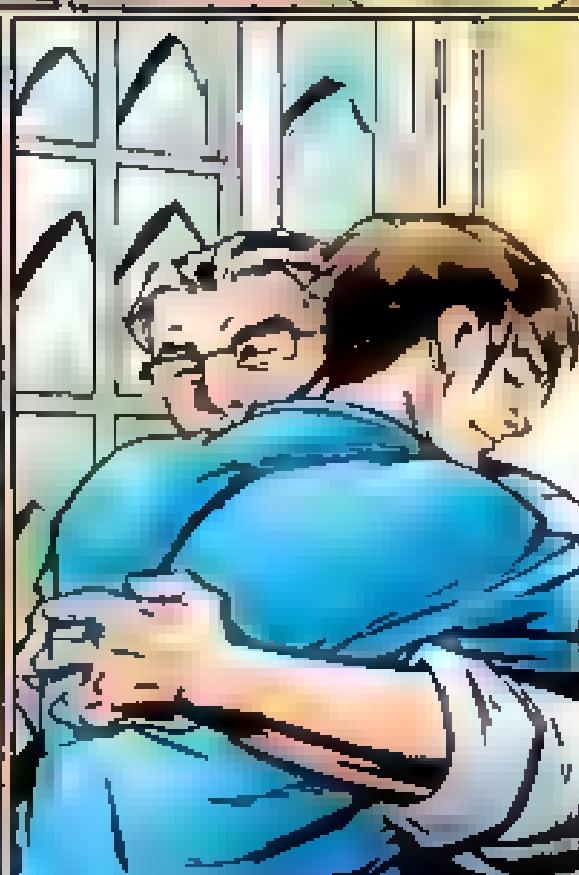
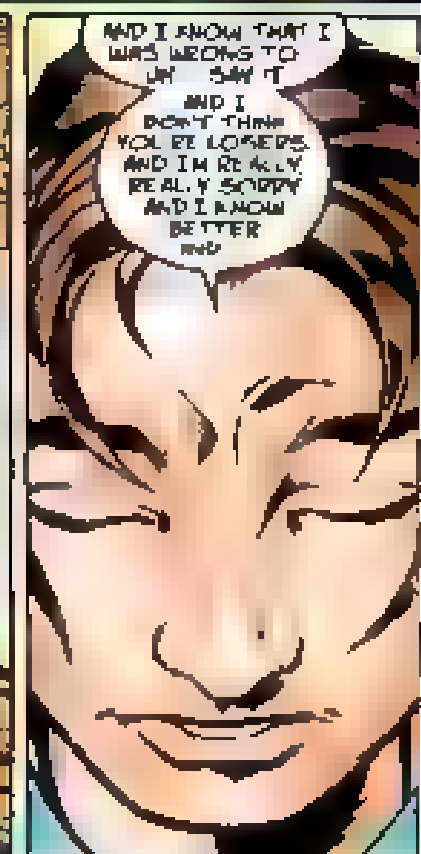
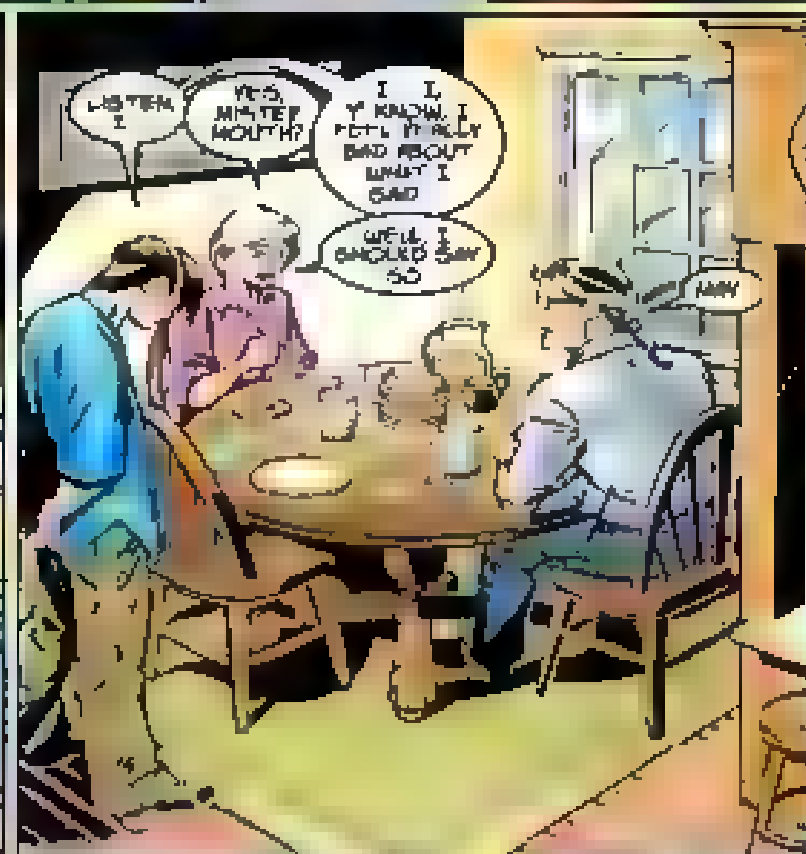












# OSBORN INDUSTRIES

## WORKING TOWARD YOUR FUTURE





I HOPE THAT YOU HAVEN'T HAD ANY ODD SIDE EFFECTS BUSINESS? PROGRESS?

WELL, THERE HAS BEEN A LITTLE WHAT ARE ALL THE ANIMALS FOR ANYWAY?



WE CHECK THE BLOOD WORK FOR REACTIONS

REACTIONS?

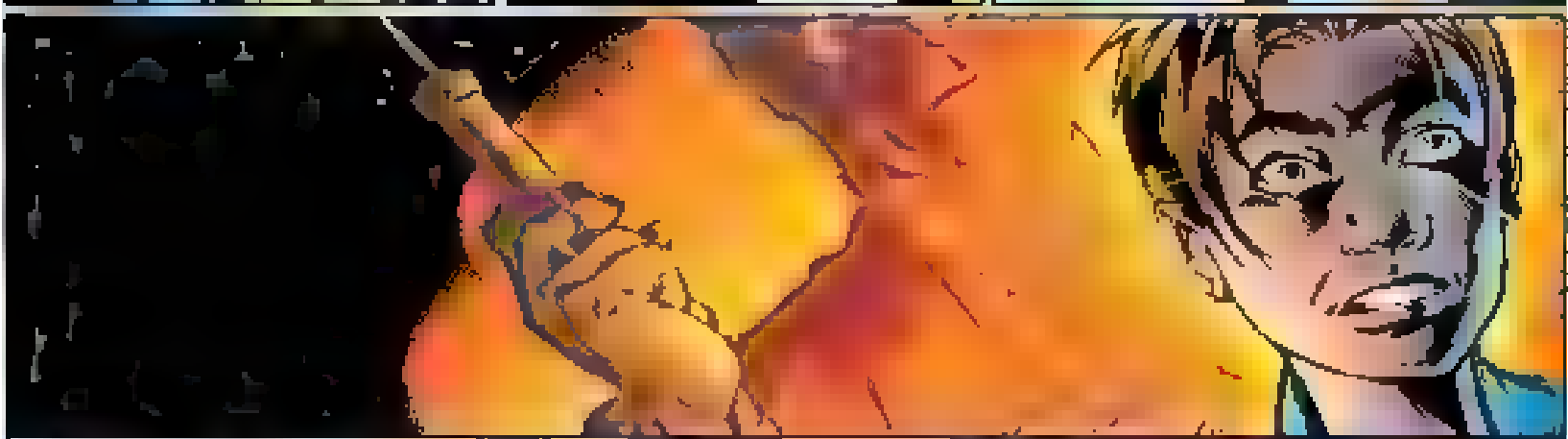
JUST SIMPLE BLOOD WORK HAVE YOU EVER HAD YOUR BLOOD TAKEN PETER?

OH YEAH YOU KNOW PHYSICALS

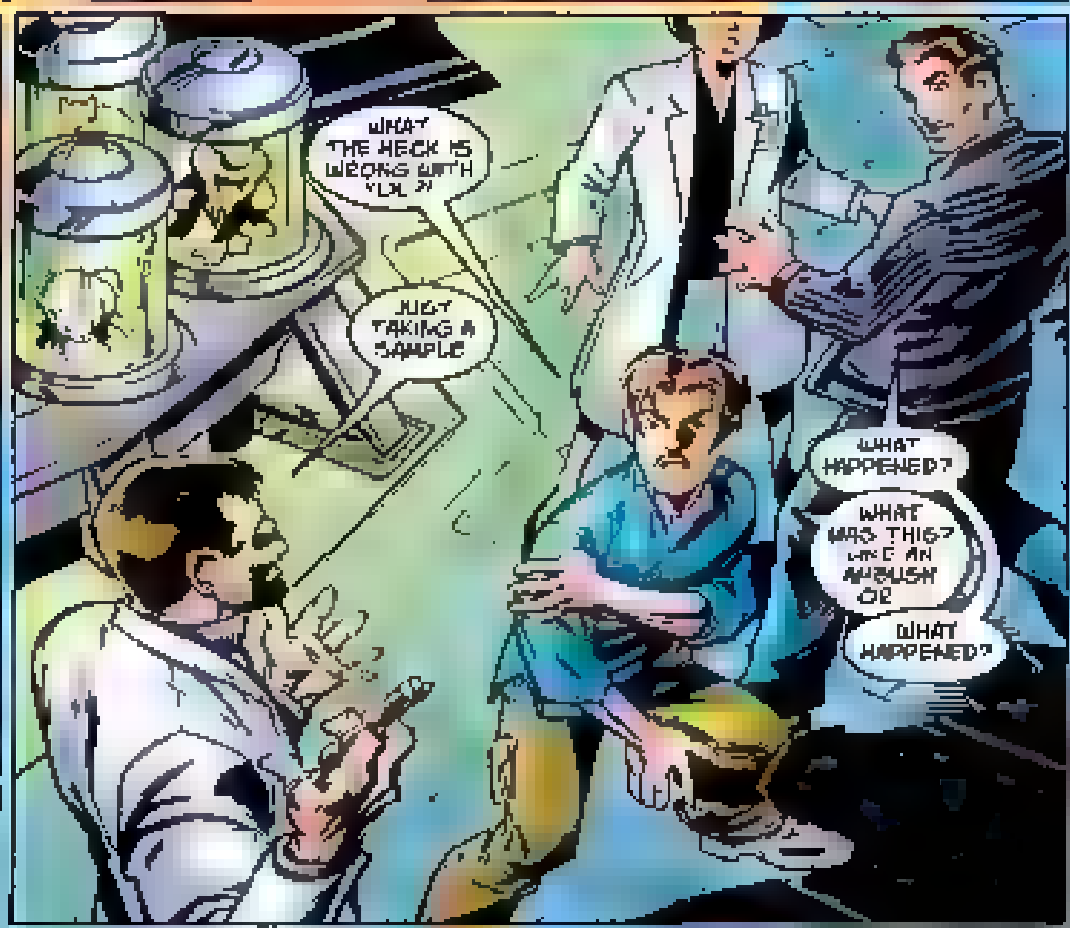


WELL, WHY DON'T WE TAKE SOME OF YOURS AND I CAN SHOW YOU WHAT WE DO HERE

NO, THAT'S OKAY I'D LIKE TO KEEP MYE ALL MY PERSONAL CONTAINER



HEY, WHAT ARE YOU DOING? HEY!



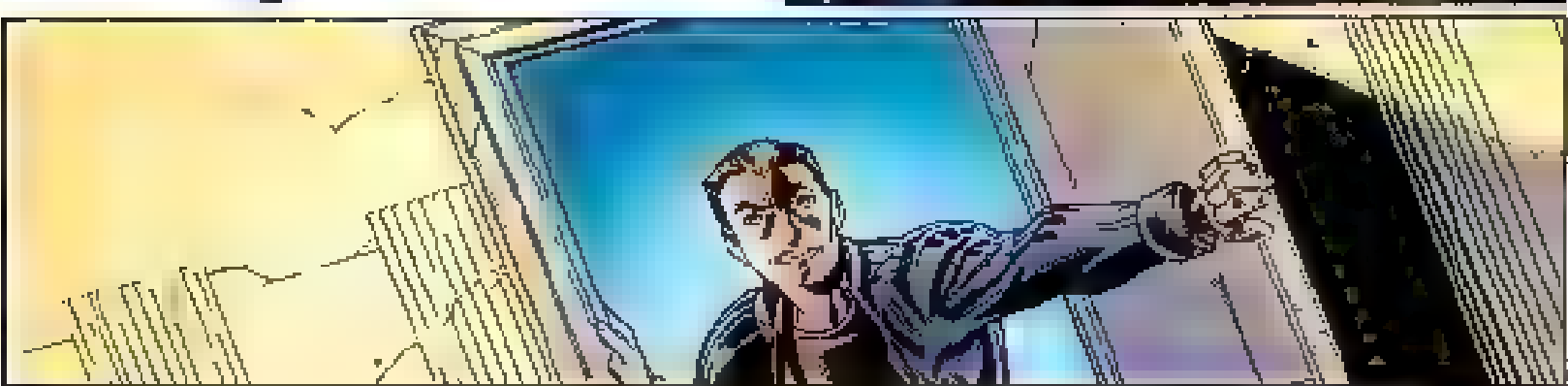
WHAT THE HECK IS WRONG WITH YOU?

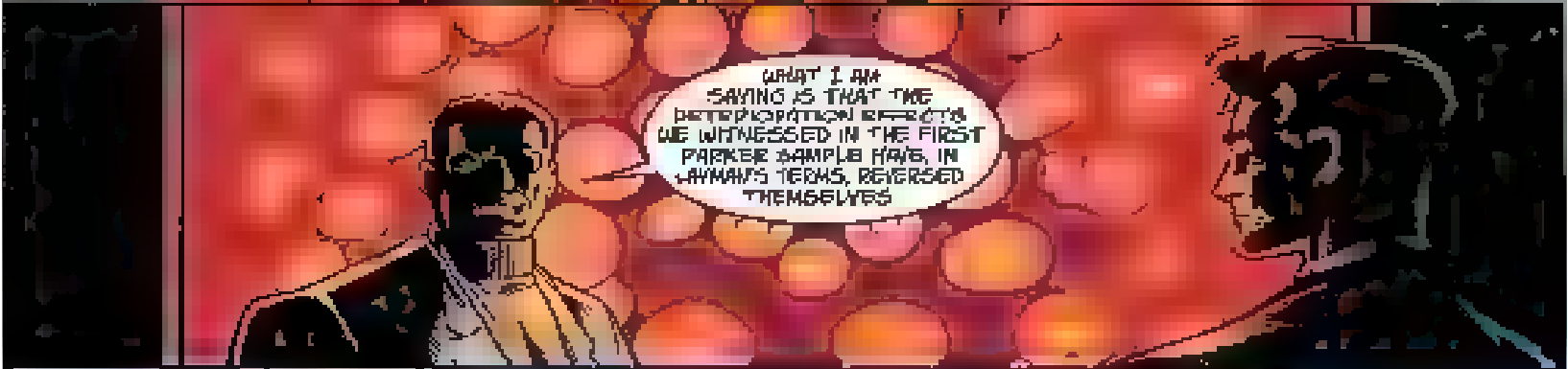
JUST TAKING A SAMPLE

WHAT HAPPENED?

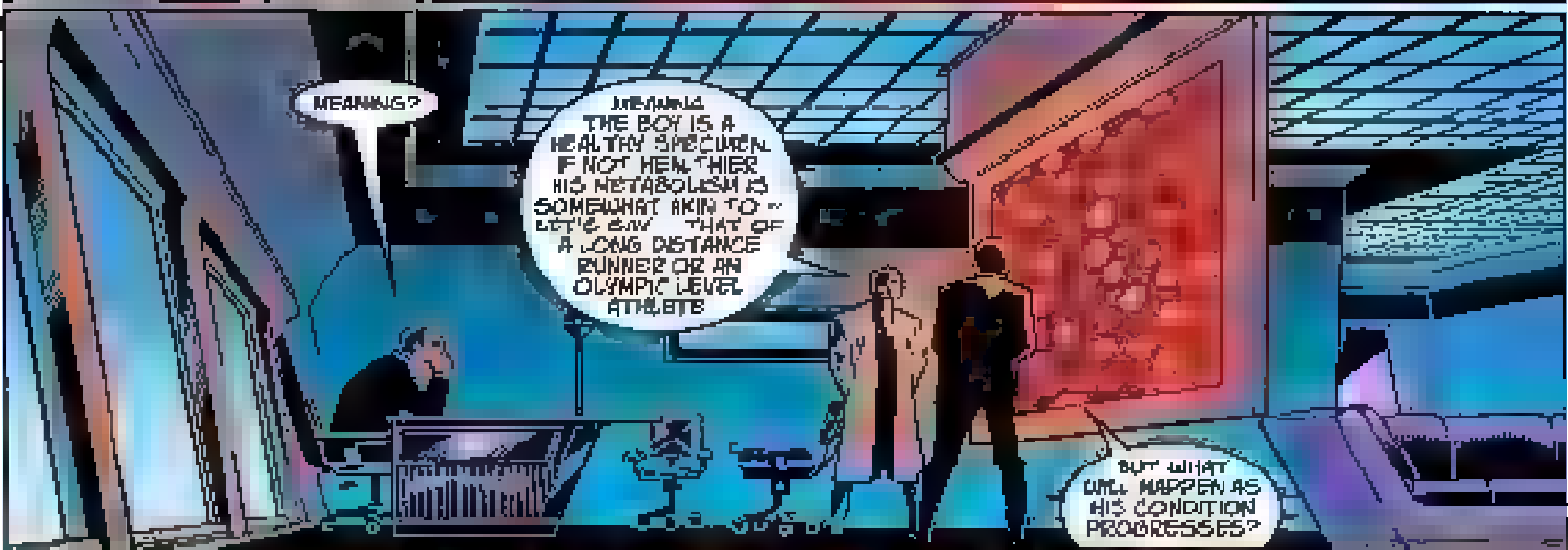
WHAT WAS THIS? LIKE AN ABRUSH OR

WHAT HAPPENED?





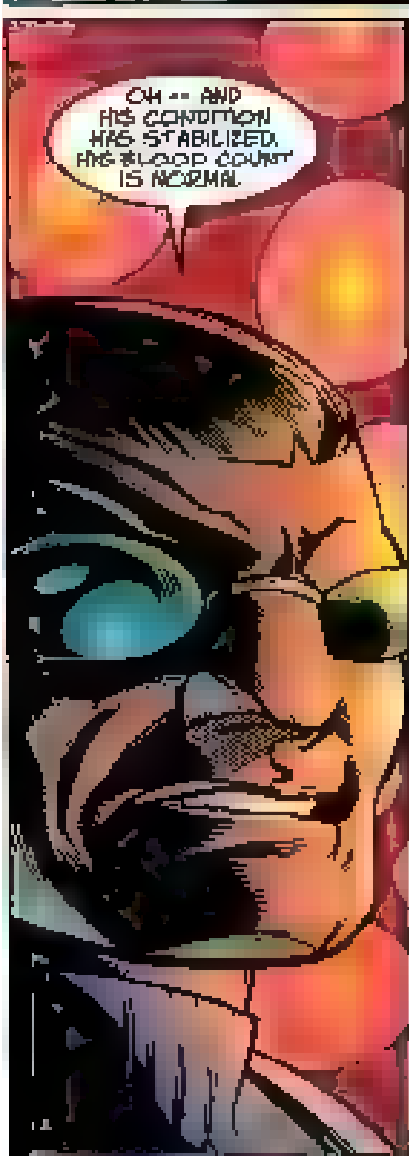
WHAT I AM SAYING IS THAT THE DEHYDRATION EFFECTS WE WITNESSED IN THE FIRST PARKER SAMPLE HAVE, IN LAYMAN'S TERMS, REVERSED THEMSELVES



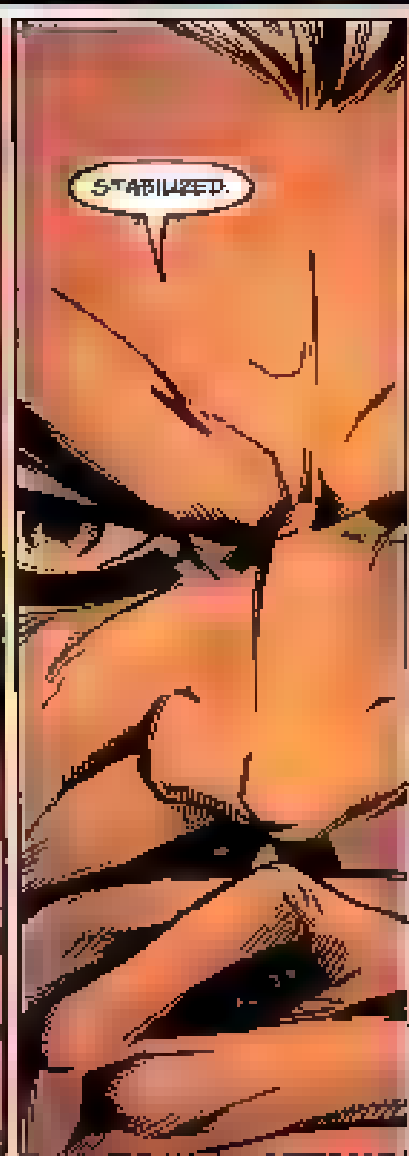
MEANING?

MEANING THE BOY IS A HEALTHY SPECIMEN. IF NOT HEALTHIER HIS METABOLISM IS SOMEWHAT akin TO -- LET'S SAY -- THAT OF A LONG DISTANCE RUNNER OR AN OLYMPIC LEVEL ATHLETE

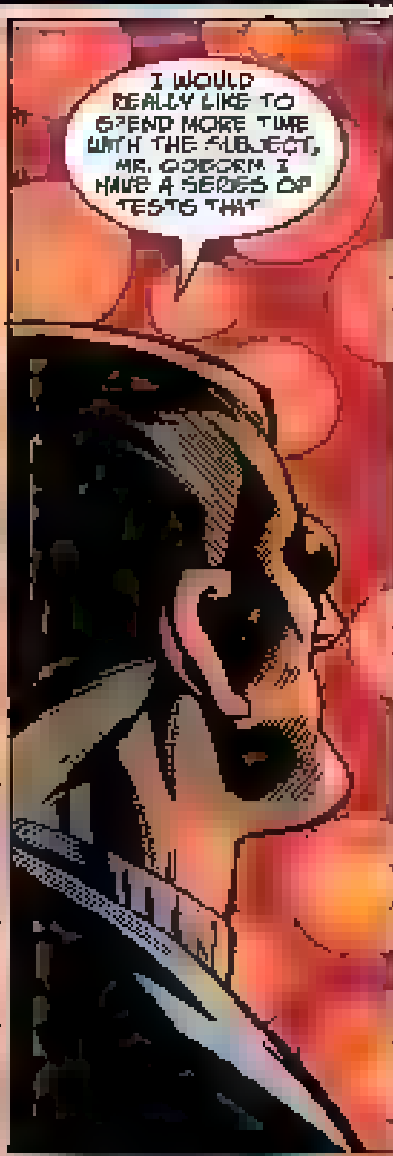
BUT WHAT WILL HAPPEN AS HIS CONDITION PROGRESSES?



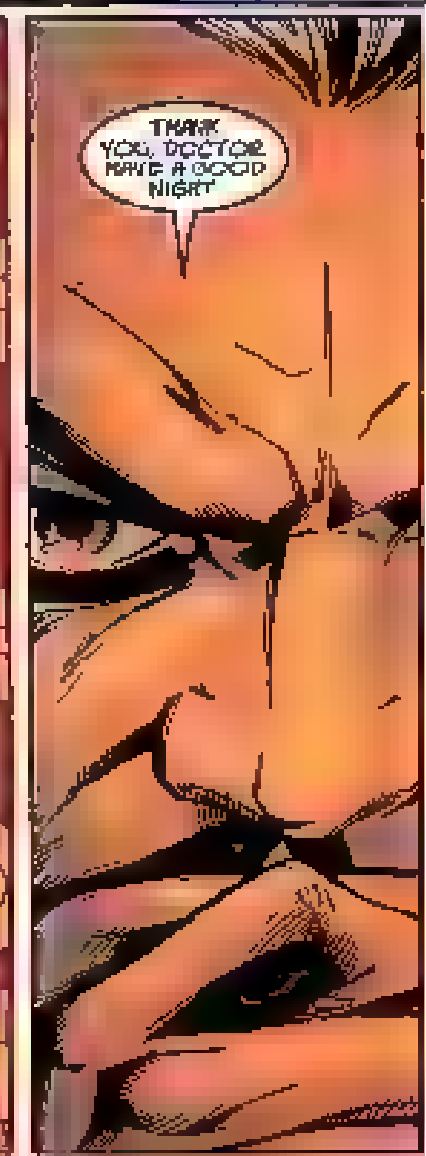
OH -- AND HIS CONDITION HAS STABILIZED. HIS BLOOD COUNT IS NORMAL



STABILIZED.

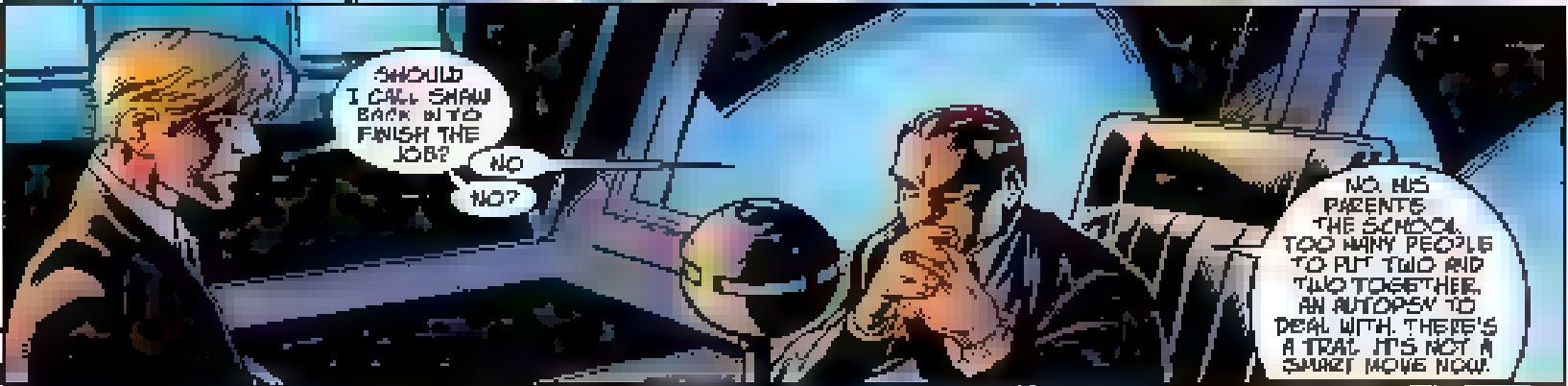


I WOULD REALLY LIKE TO SPEND MORE TIME WITH THE SUBJECT, MR. GOSBORN. I HAVE A SERIES OF TESTS THAT



THANK YOU, DOCTOR. HAVE A GOOD NIGHT





SHOULD I CALL SHAW BACK INTO FINISH THE JOB?

NO  
NO?

NO HIS PARENTS THE SCHOOL TOO MANY PEOPLE TO PUT TWO AND TWO TOGETHER. AN AUTOPSY TO DEAL WITH. THERE'S A TRAIL. IT'S NOT A SMART MOVE NOW.

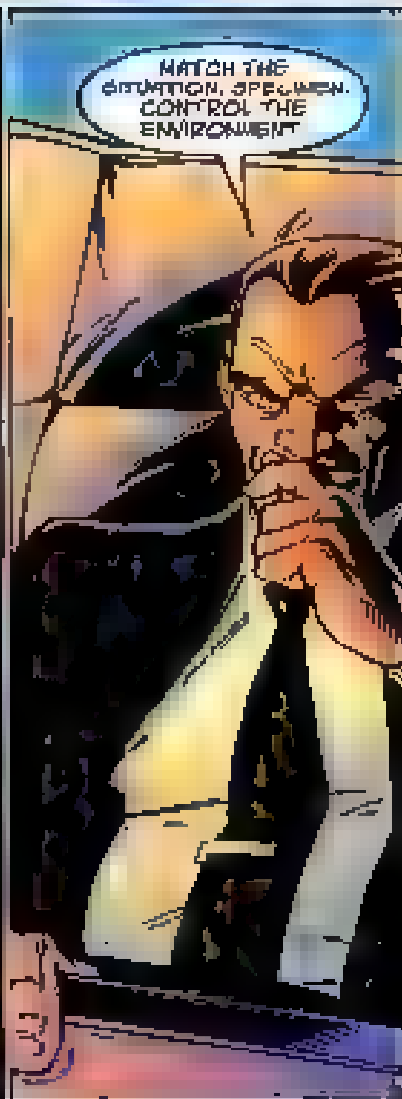


YOU WANT TO BRING HIM IN FOR MORE TESTS?

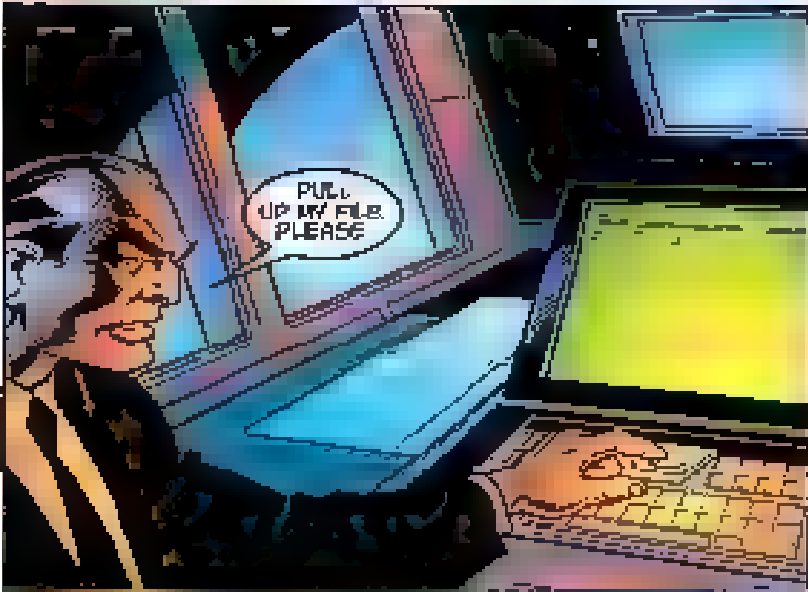
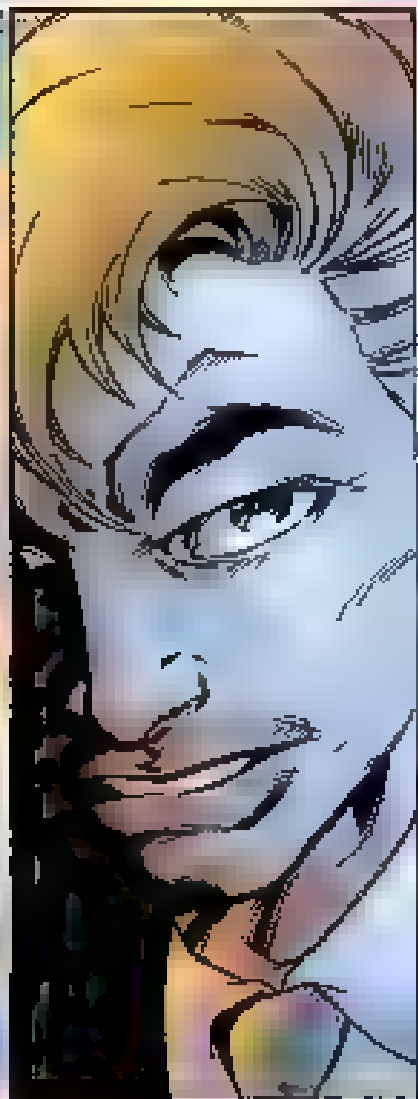
THAT IS ADMISSION THAT THERE'S SOMETHING TO TEST NO, WE NEED TO REPEAT THE ACCIDENT



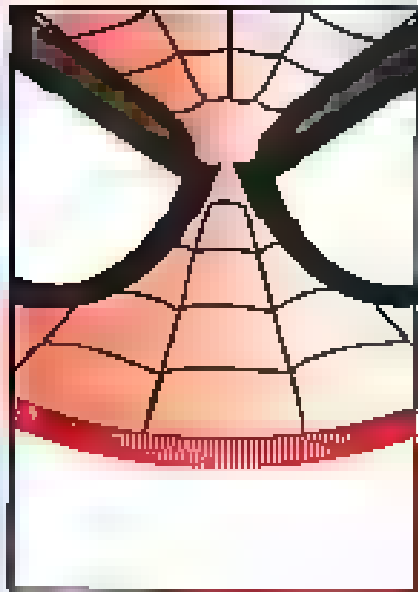
REPEAT THIS ON A HUMAN?



MATCH THE SITUATION, SPECIMEN. CONTROL THE ENVIRONMENT



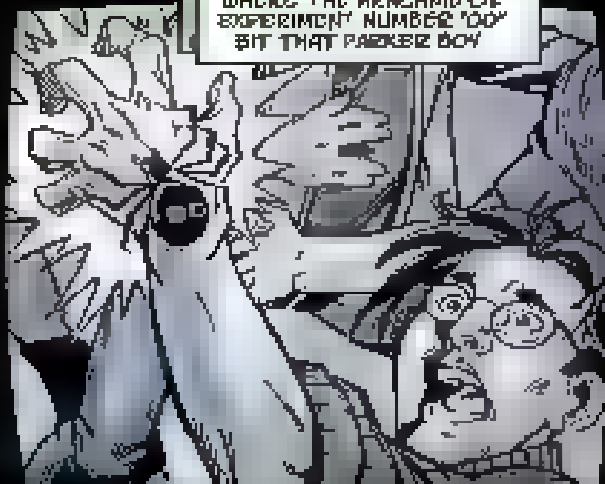
PULL UP MY FILE PLEASE





"ISN'T THERE  
YES

"RIGHT THERE WE CAN SEE  
WHERE THE ARACHNID OZ  
EXPERIMENT NUMBER '00'  
BIT THAT PARKER BOY



"INITIALLY, THE BIOLOGICAL  
EFFECTS TO THE PARKER  
BOY WERE NEGATIVE  
VERY NEGATIVE.

"AND HIS CHANCE  
FOR SURVIVAL WAS  
VERY SLIM. FATAL



"BUT WE NOW BELIEVE THAT IT  
WAS THE MIXTURE OF SPIDER  
VENOM WITH THE OZ THAT  
CREATED THE ADVERSE EFFECTS  
TO THE BOY'S SYSTEM.



"BUT EVEN WITH THE UNTESTED MIXTURE  
OF TOXINS AND GENETICS -

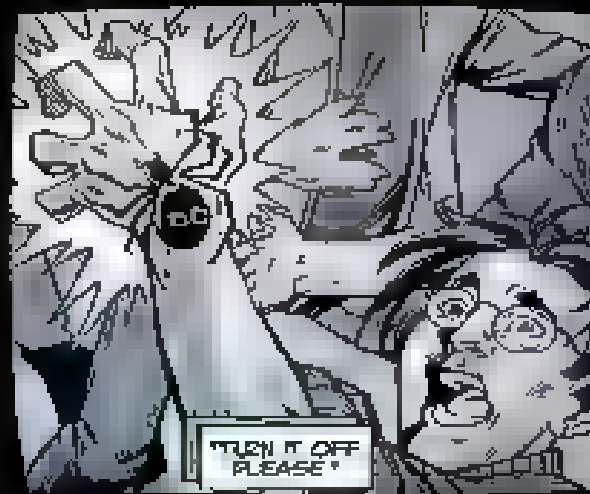
"-- THE OZ WAS ABLE TO  
DOMINATE THE STRUCTURAL  
COMPOUNDS AND THE  
RESULTS TO THE BOY'S  
SYSTEM WERE NOTHING  
SHORT OF REVOLUTIONARY



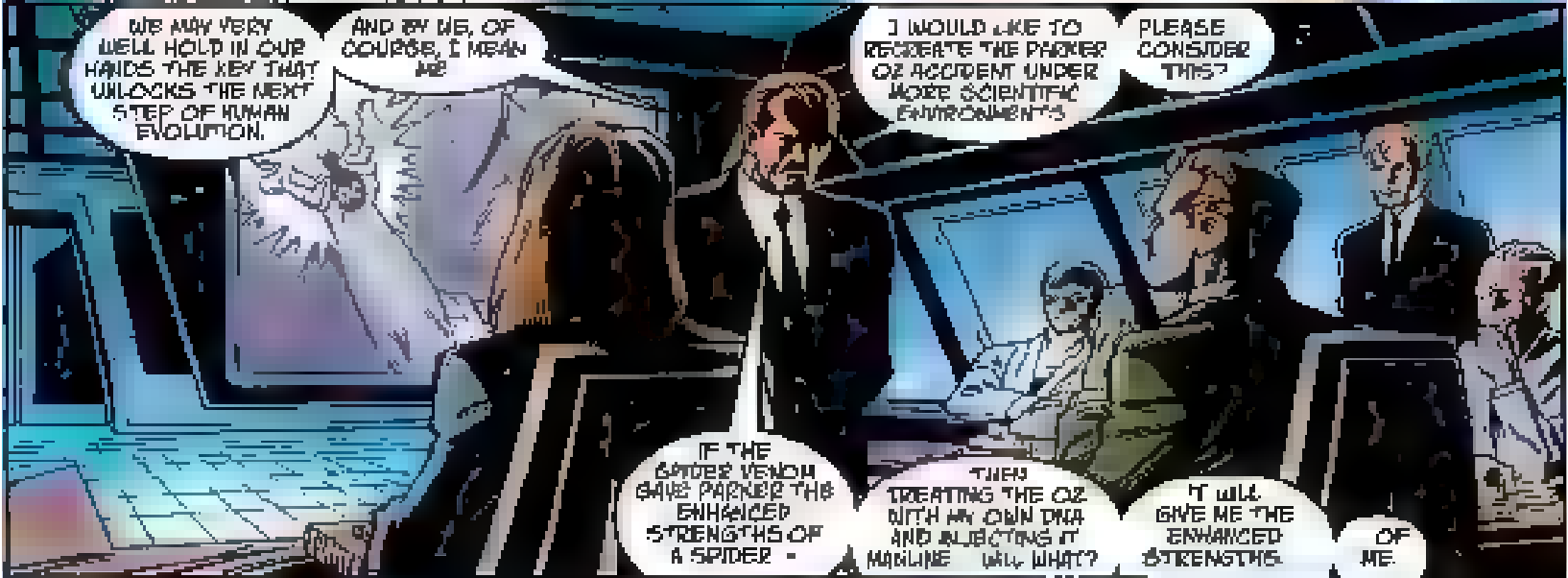
"IT WAS AN ACCIDENT, YES,  
BUT WE HAVE OUR FIRST  
HUMAN TEST SUBJECT --



"-- AND WHAT HE HAS  
SHOWN US IS THAT  
OUR TIME IS NOW.



"TURN IT OFF  
PLEASE"



WE MAY VERY WELL HOLD IN OUR HANDS THE KEY THAT UNLOCKS THE NEXT STEP OF HUMAN EVOLUTION.

AND BY ME, OF COURSE, I MEAN ME

I WOULD LIKE TO RECREATE THE PARKER OZ ACCIDENT UNDER MORE SCIENTIFIC ENVIRONMENT'S

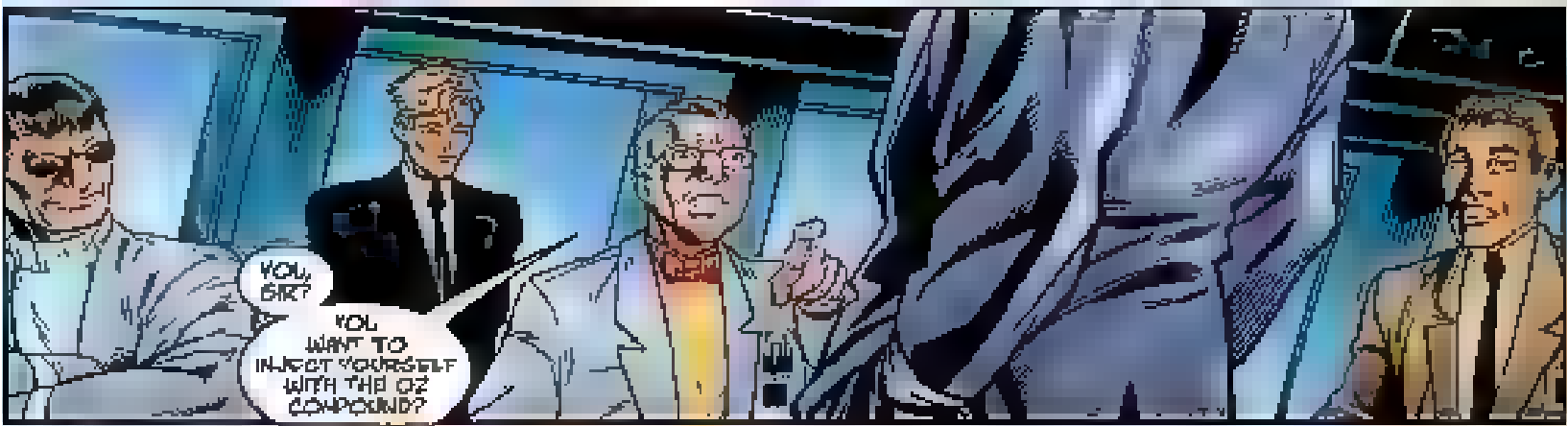
PLEASE CONSIDER THIS?

IF THE GARDER VENOM SAVE PARKER THE ENHANCED STRENGTHS OF A SPIDER -

THEN TREATING THE OZ WITH MY OWN DNA AND SUBJECTING IT MANLINE -

IT WILL GIVE ME THE ENHANCED STRENGTHS

OF ME



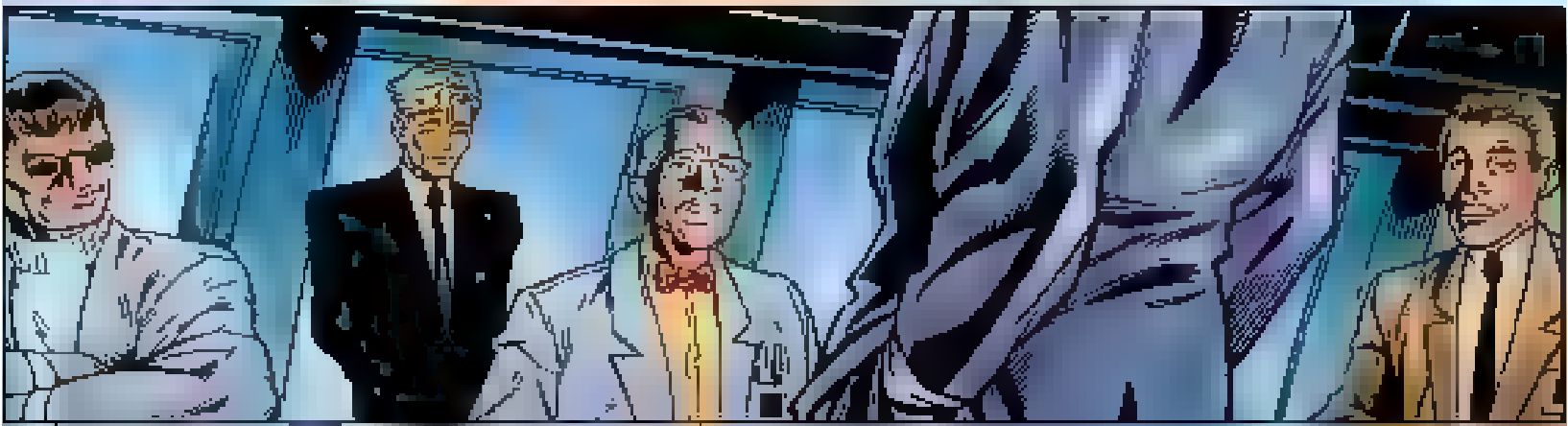
YOU, SIR?

YOU WANT TO INJECT YOURSELF WITH THE OZ COMPOUND?



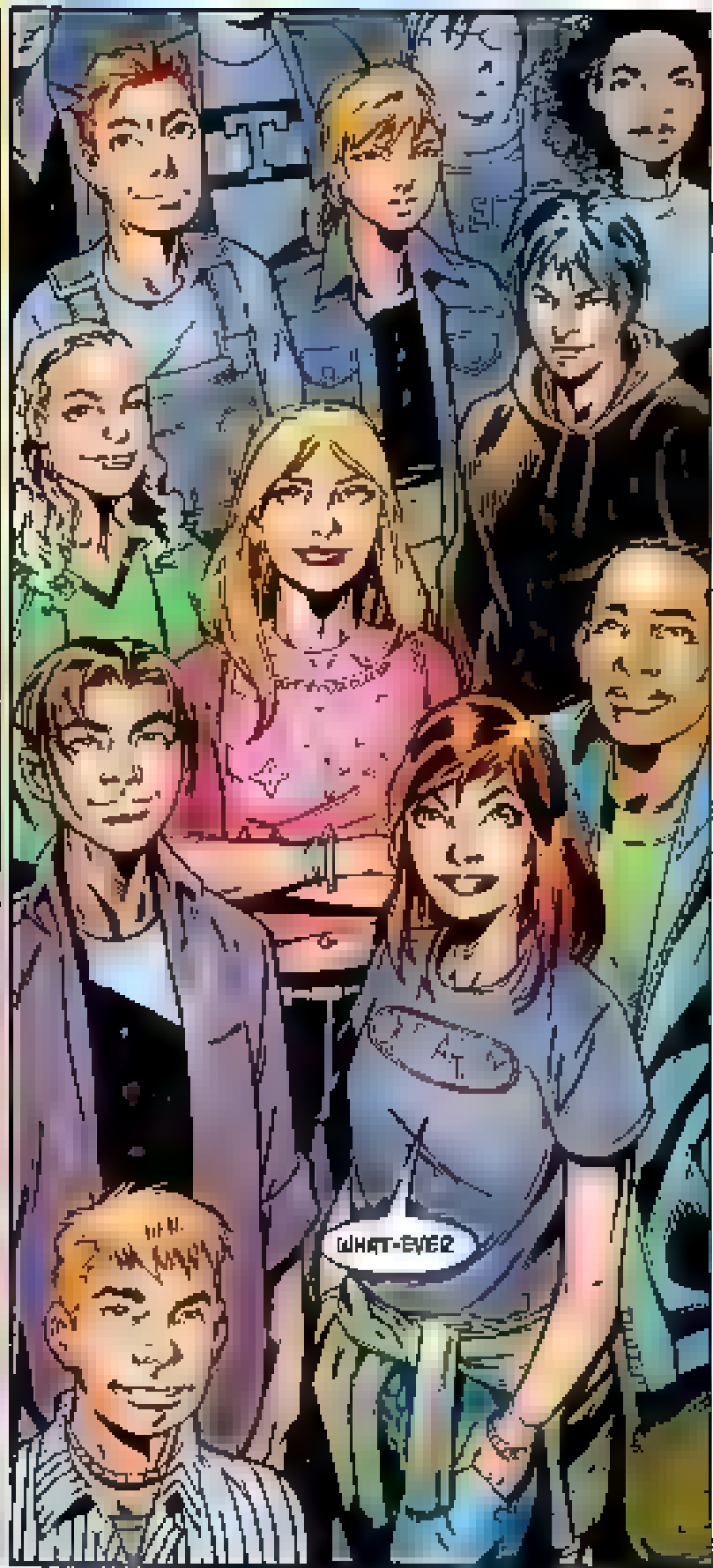
GLAD WE UNDERSTAND EACH OTHER

LET'S CRUNCH SOME NUMBERS AND GET THIS NEXT PHASE ROLLING ALONG.

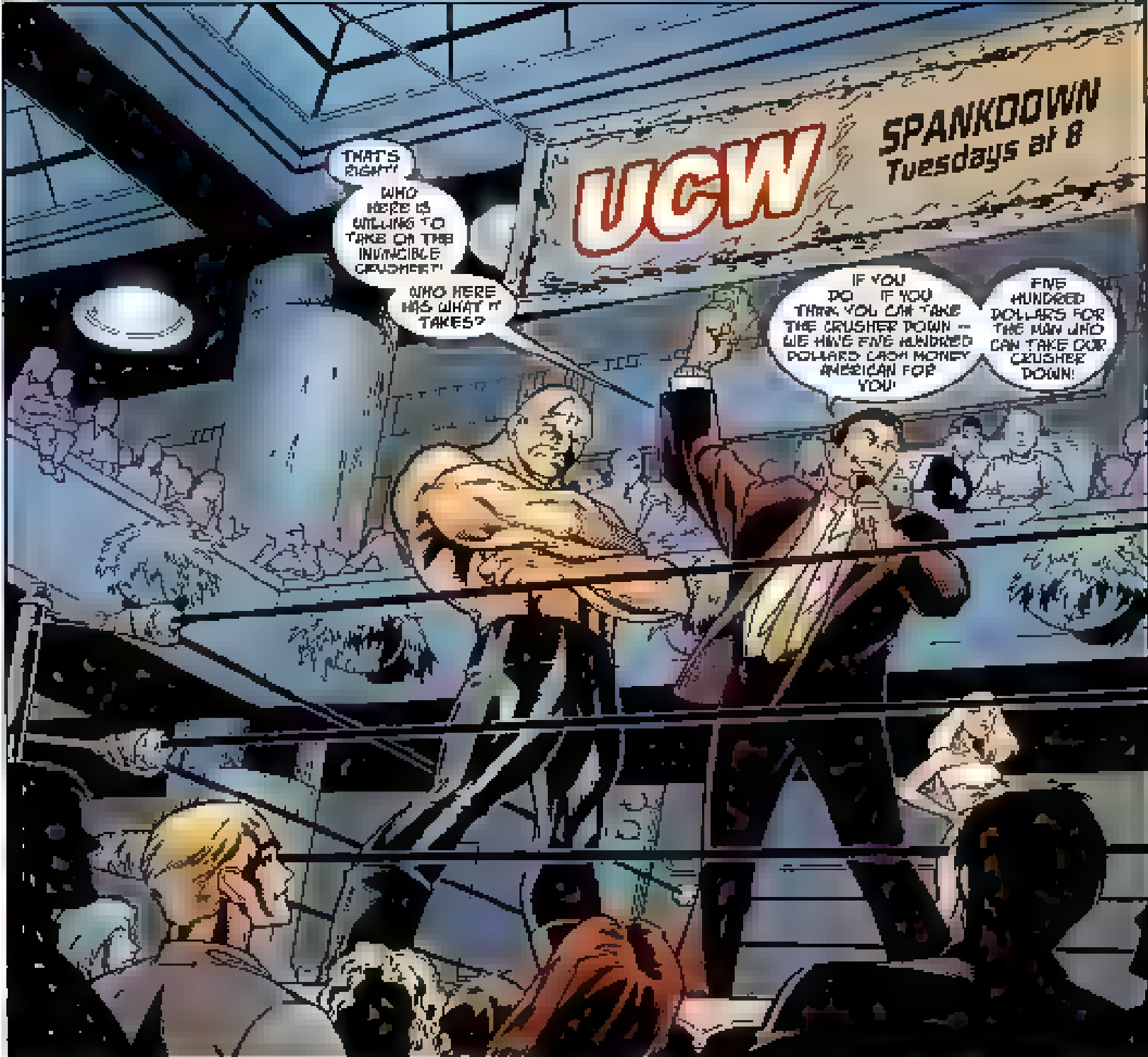


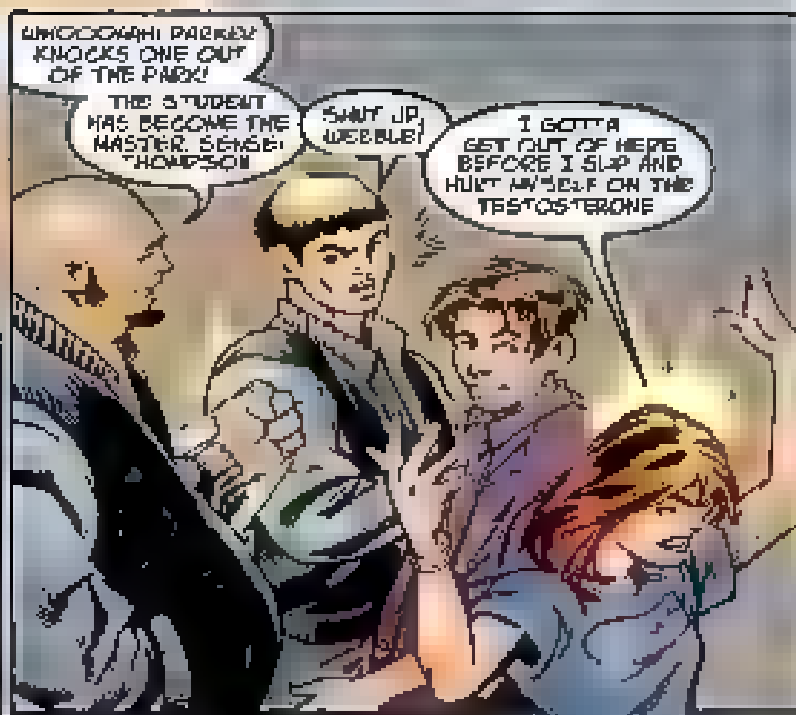
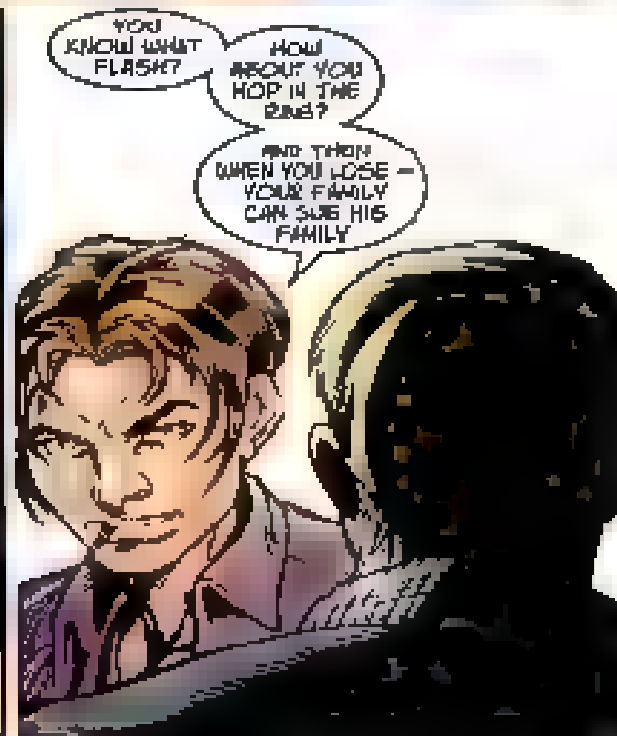
MY  
NAME IS  
**CRUSHER  
HOGAN.**

AND I WILL  
CRUSH YOUR  
HEAD LIKE THE  
PUMPLE IT  
IS!

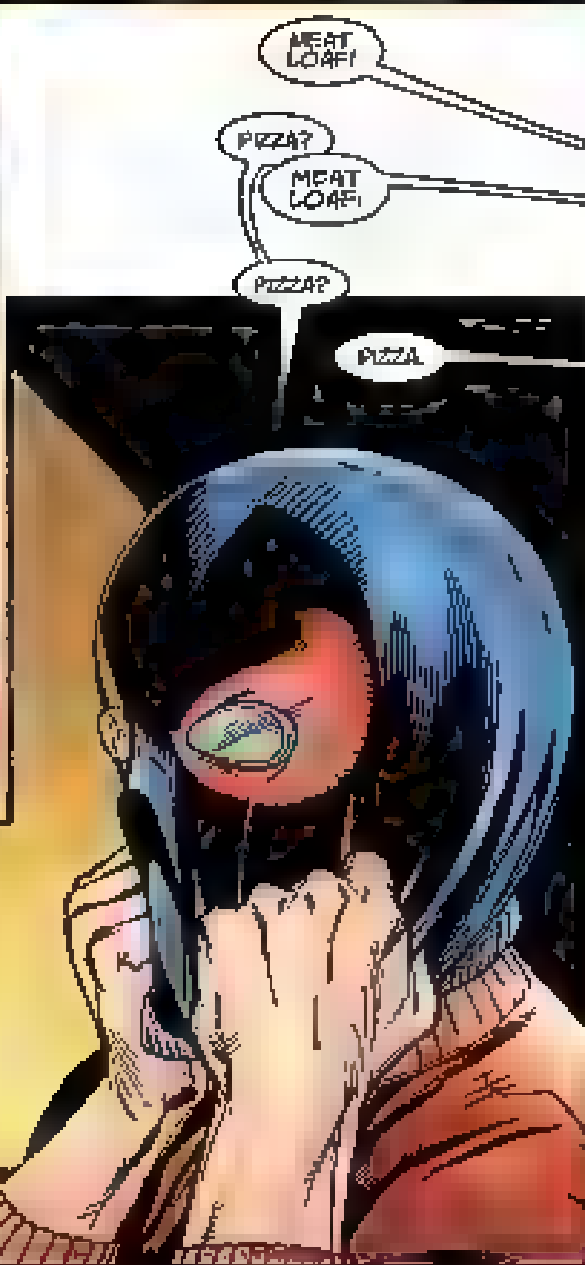
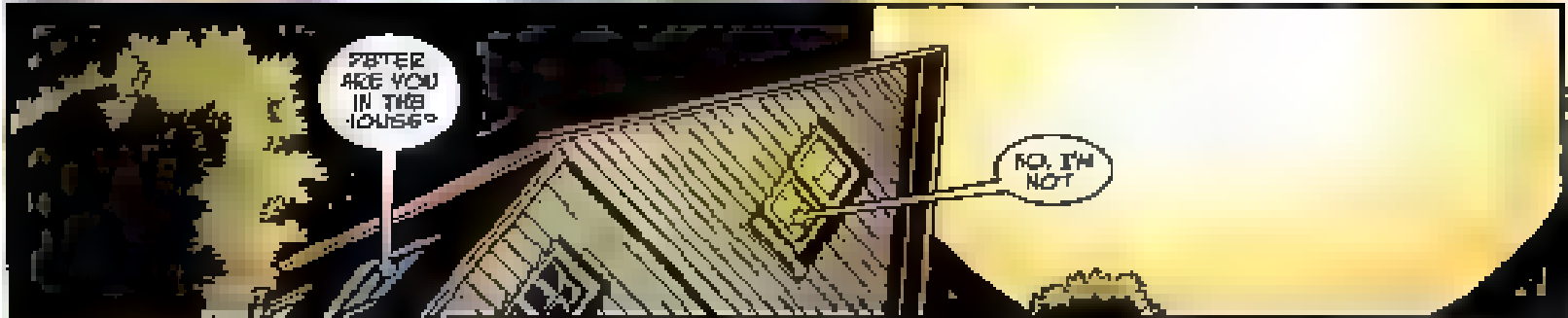


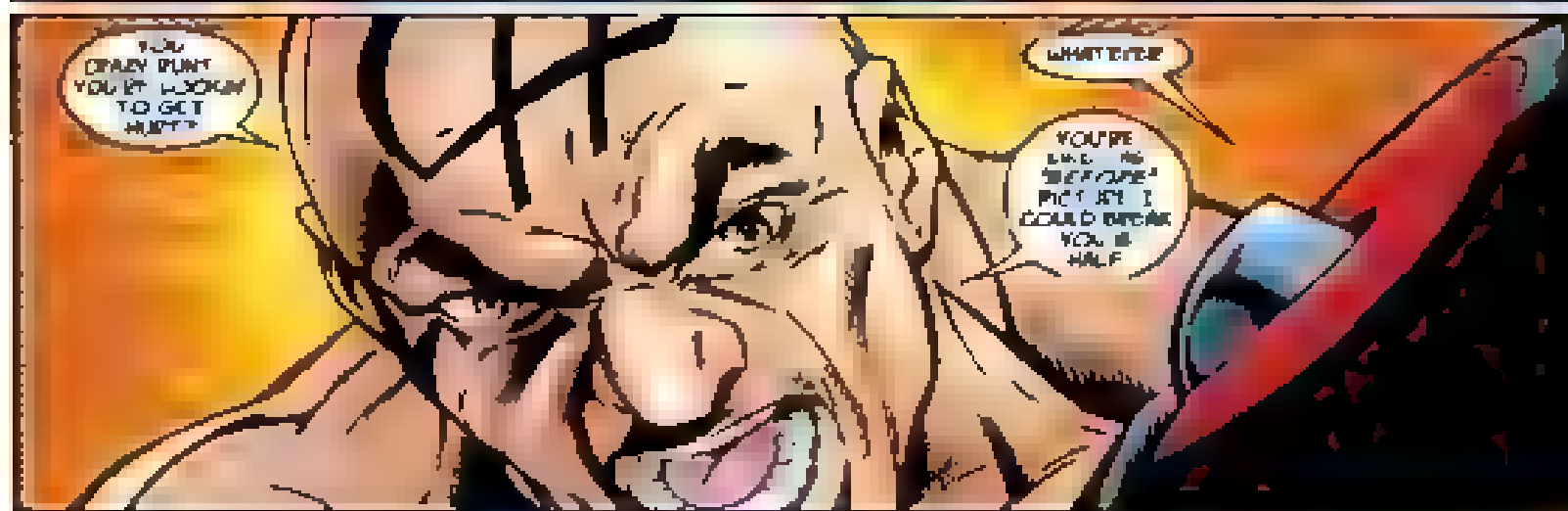
# WANNABE



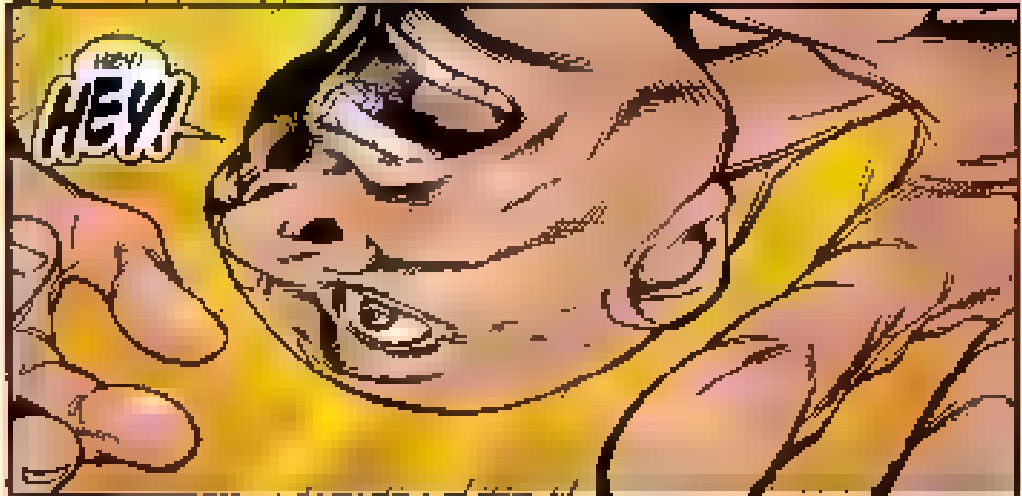
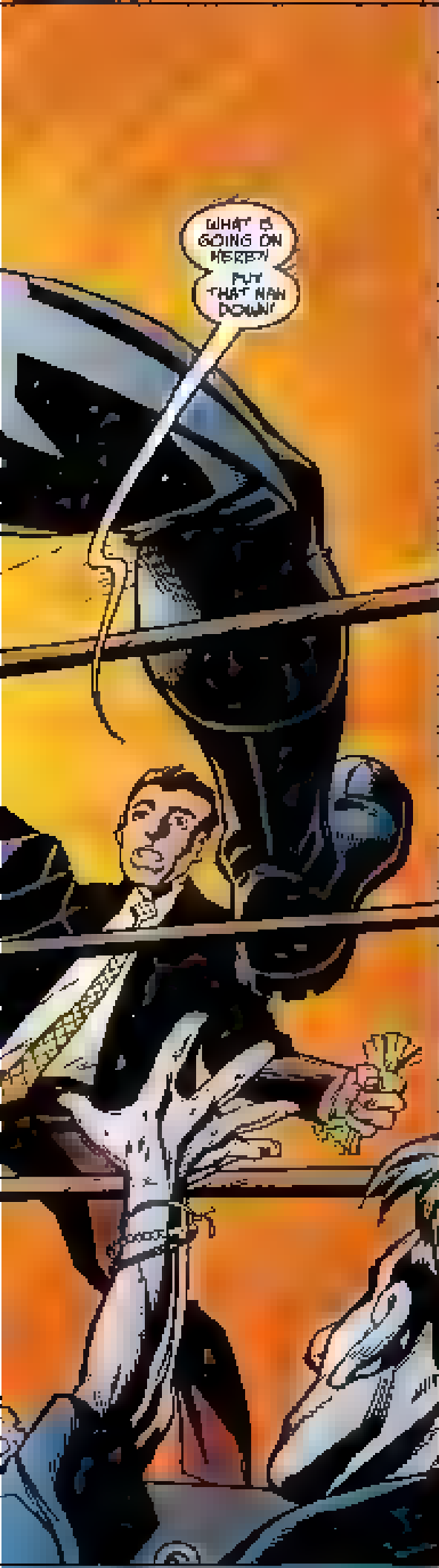


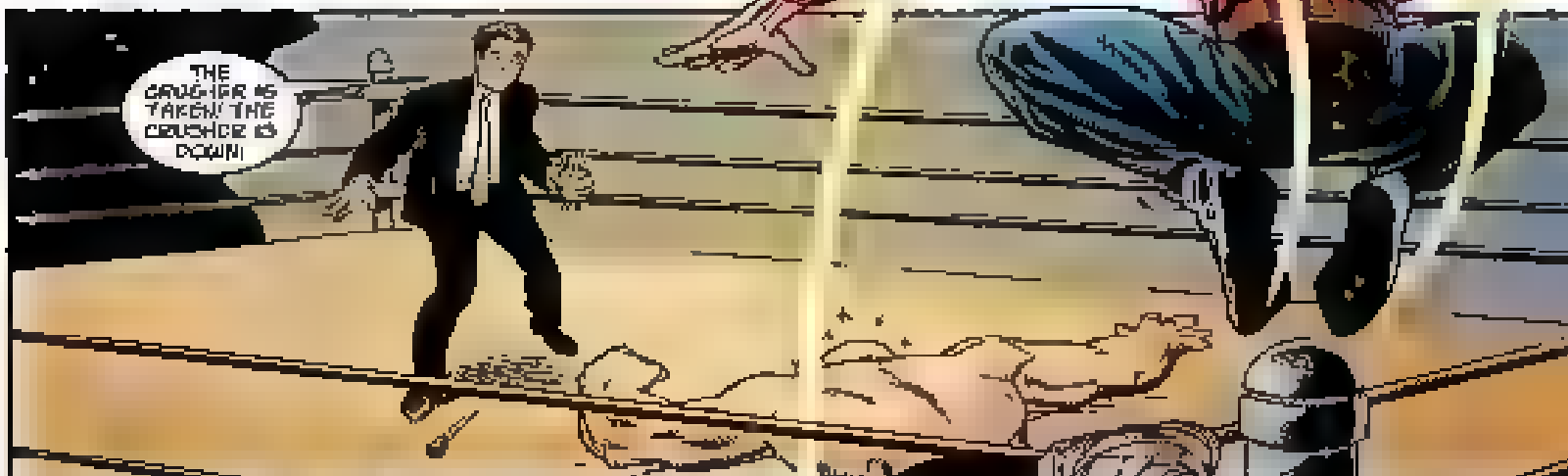












OH MY GOD!  
OH MY GOD!  
HE SPANKED  
THE CRUSHER!  
SPANKED  
HIM!

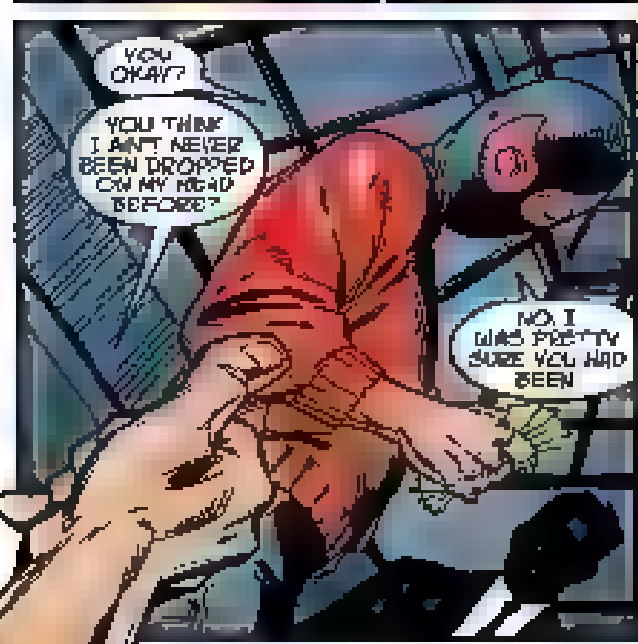


WHO ARE  
YOU, MASKED  
MYSTERY  
MANNY?  
UNVEIL  
YOURSELF  
TO THE  
CROWD!



I BELIEVE THIS  
HAS MY NAME  
ON IT.  
ARE YOU A  
PRO?  
I AM  
NOW.  
YOU COME  
DOWN TO THE  
ARENA MONDAY  
NIGHT. I'LL GET  
YOU A SPOT ON  
THE SHOW.

YOU  
PAYING  
CASH?  
IF THAT'S  
WHAT IT HAS  
TO BE.  
SEE YA  
MONDAY.



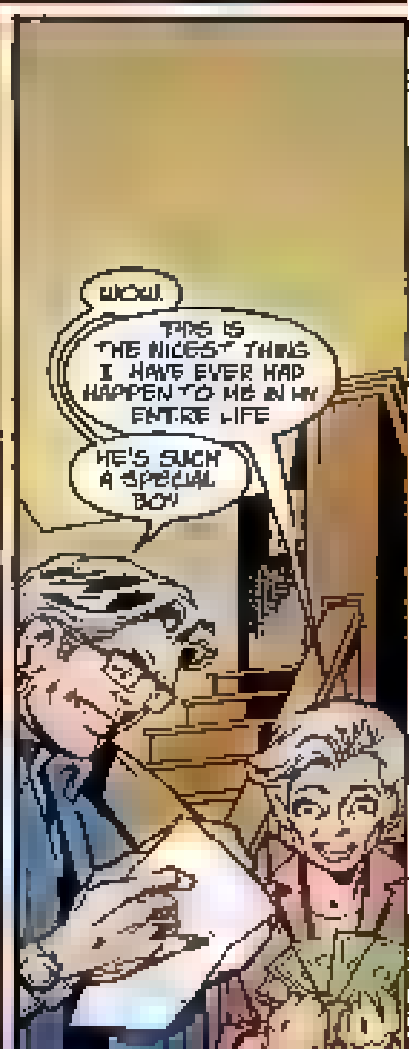
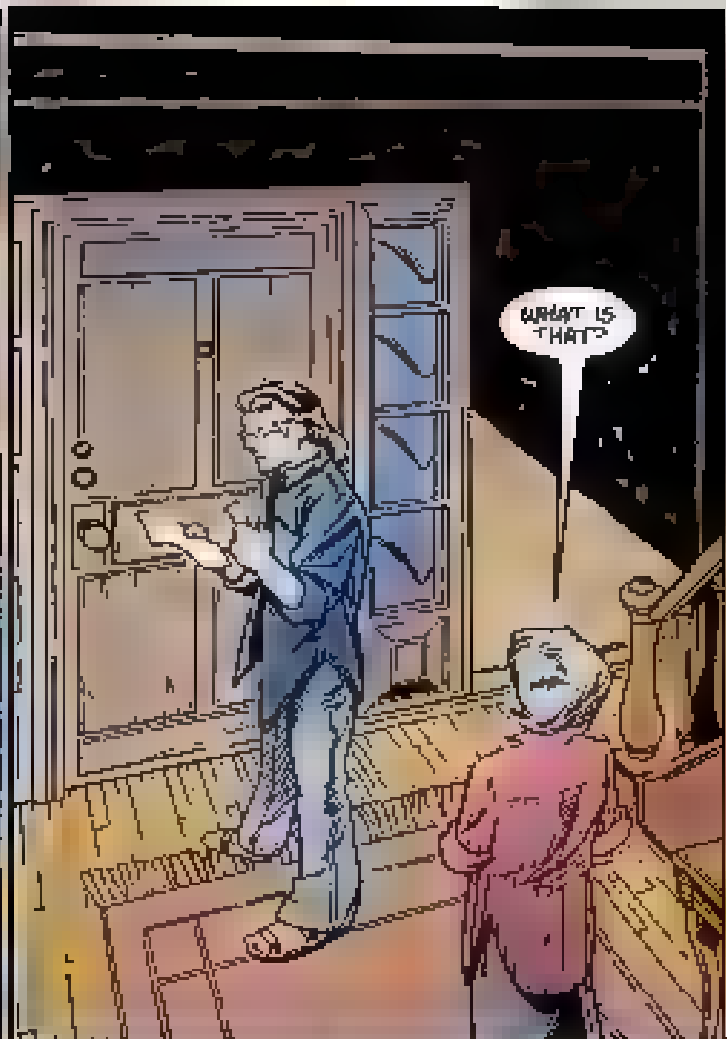
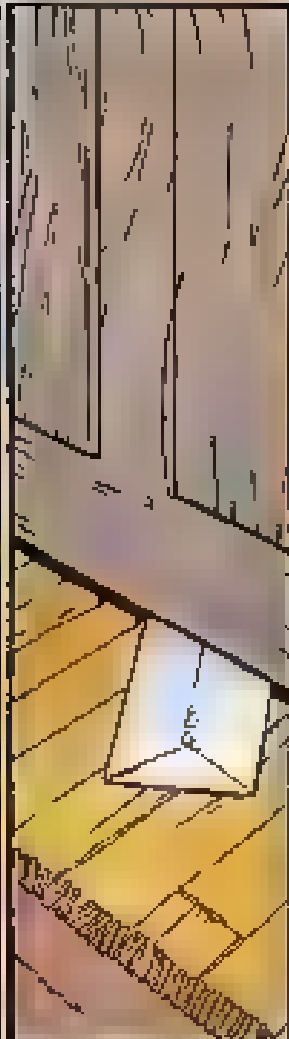
YOU  
OKAY?  
YOU THINK  
I AMT NEVER  
BEEN DROPPED  
ON MY HEAD  
BEFORE?

NO, I  
WAS PRETTY  
SURE YOU HAD  
BEEN.



HOW  
WILL I?

OH, YOU'LL  
KNOW IT'S  
ME.



"SO THE SCHOOL FACULTY TOOK UP A COLLECTION ON BEHALF OF PETER. PETER IS A FANTASTIC STUDENT AND WE ALL FELT THAT THE INCIDENT WITH FLASH THOMPSON WAS UNFAIR."

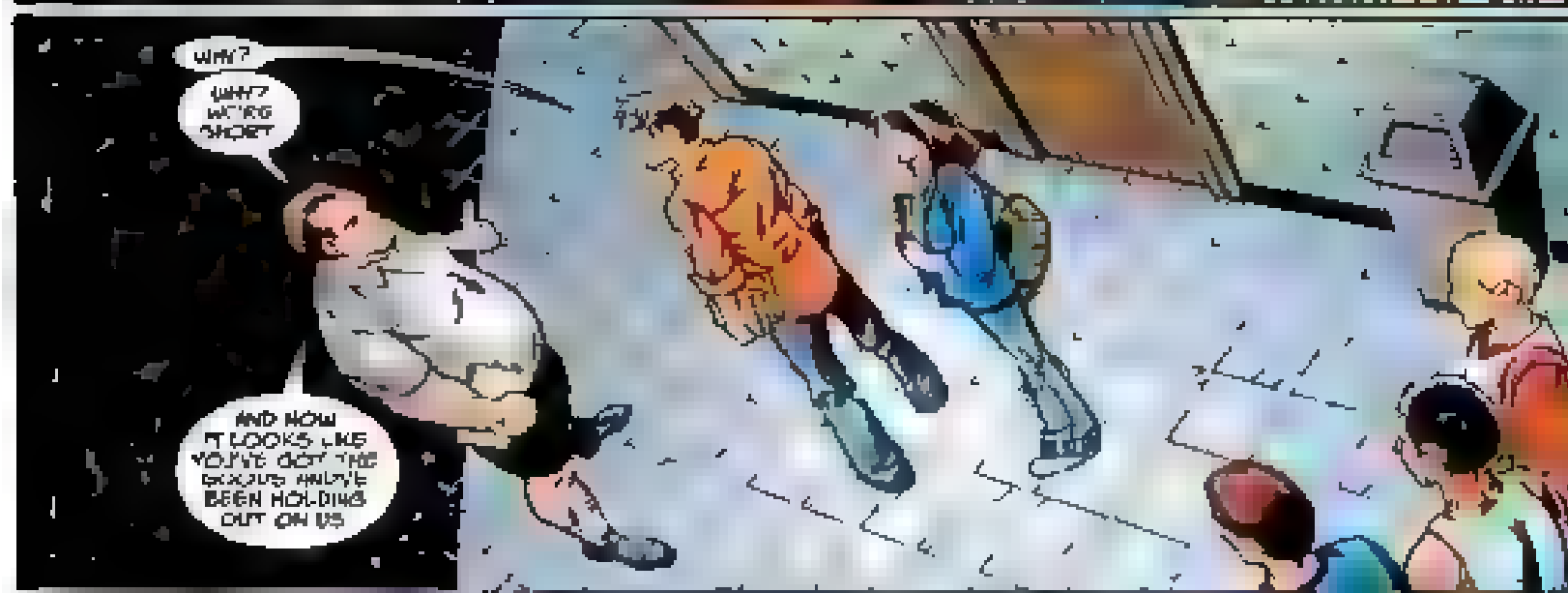
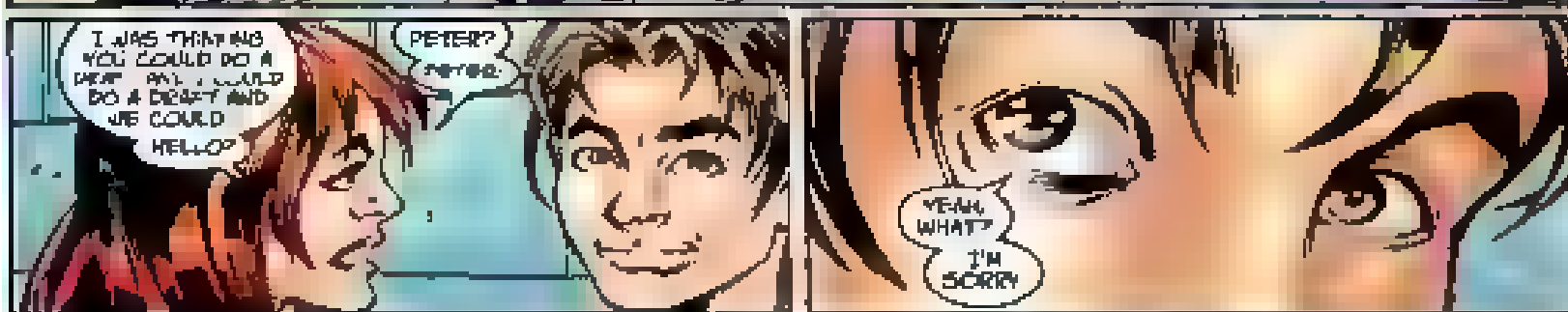
"WE HAVE DECIDED TO REMAIN ANONYMOUS DUE TO SCHOOL POLITICS. WE HOPE YOU WILL HONOR OUR REQUEST IN THIS AREA."

"WE WILL HOPE TO HAVE MORE FOR YOU SOON AS MANY FACULTY HAVE PLEDGED A DONATION BUT HAVE NOT PAID YET."

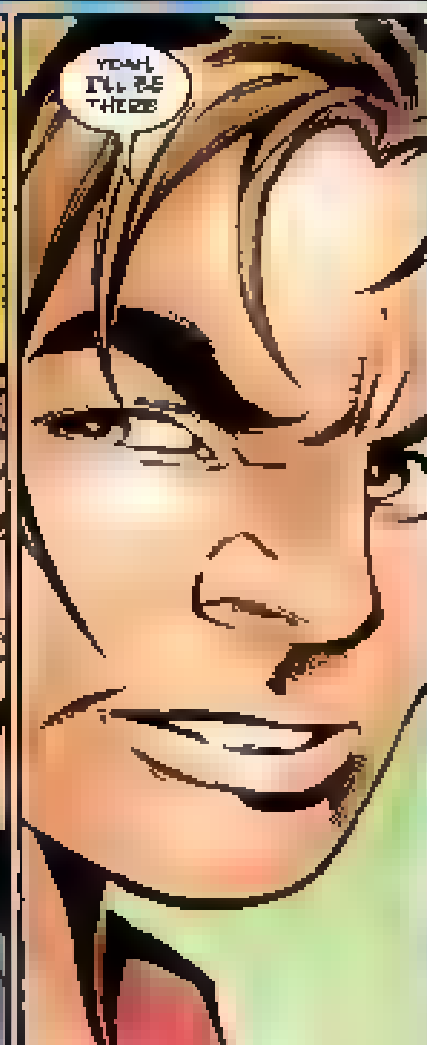
"BEST WISHES."

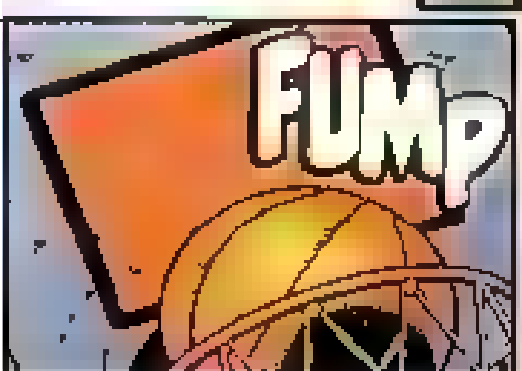
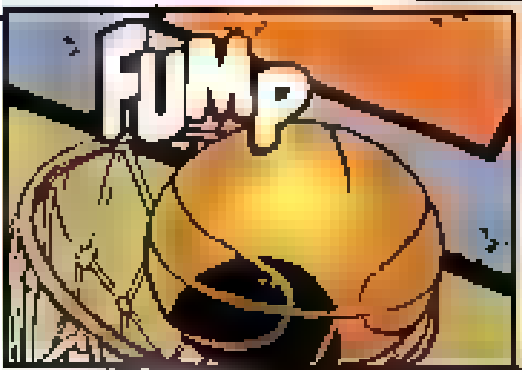
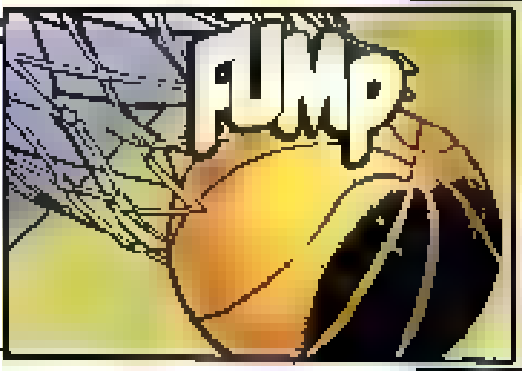
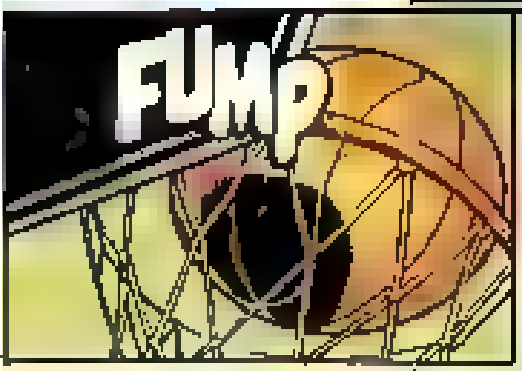
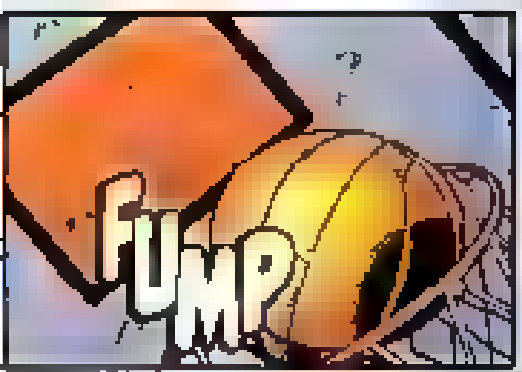
"WOW! THIS IS 'THE NICEST' THING I HAVE EVER HAD HAPPEN TO ME IN MY ENTIRE LIFE."

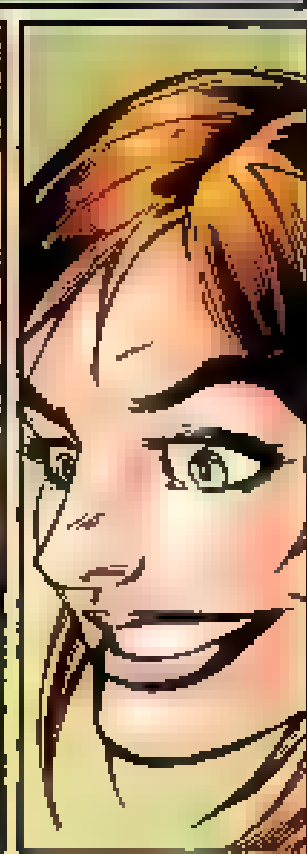
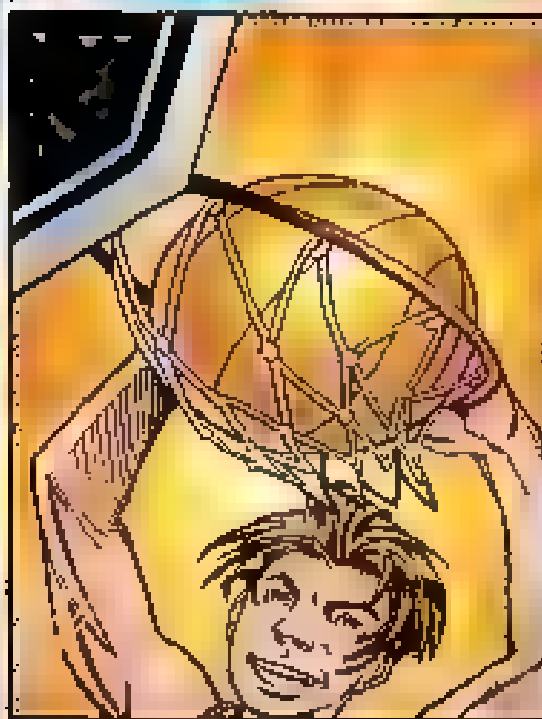
"HE'S SUCH A SPECIAL BOY."

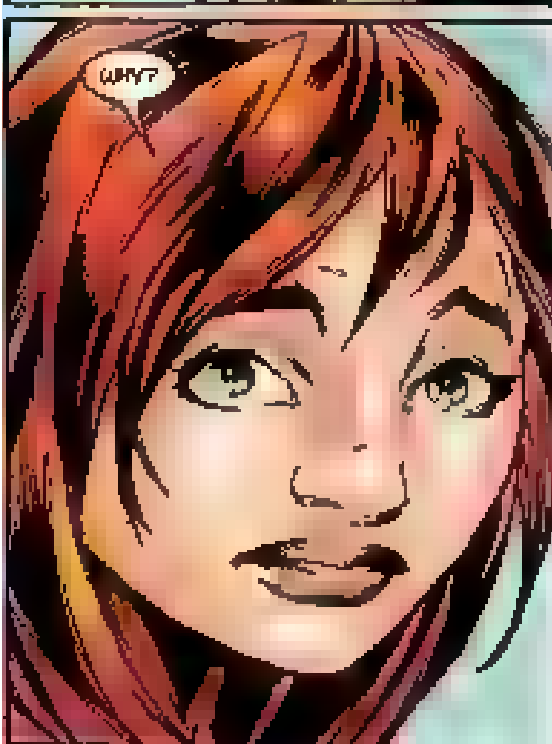
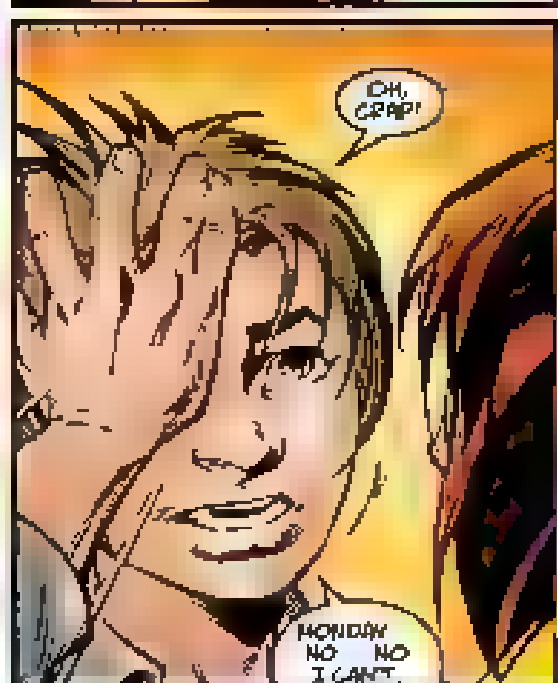
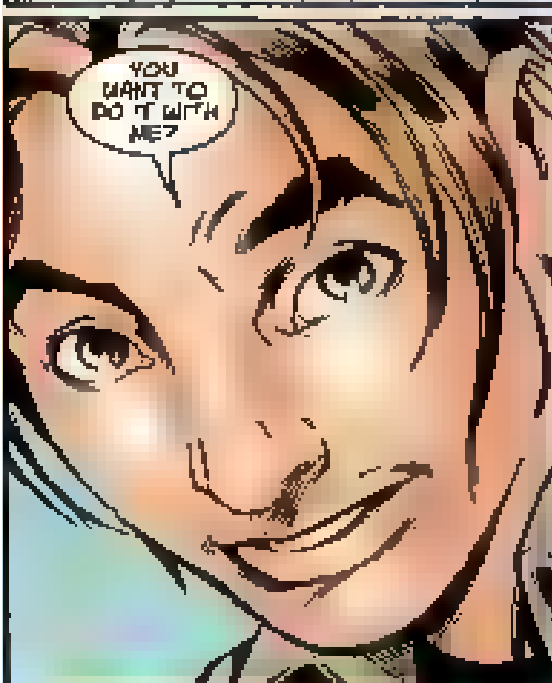


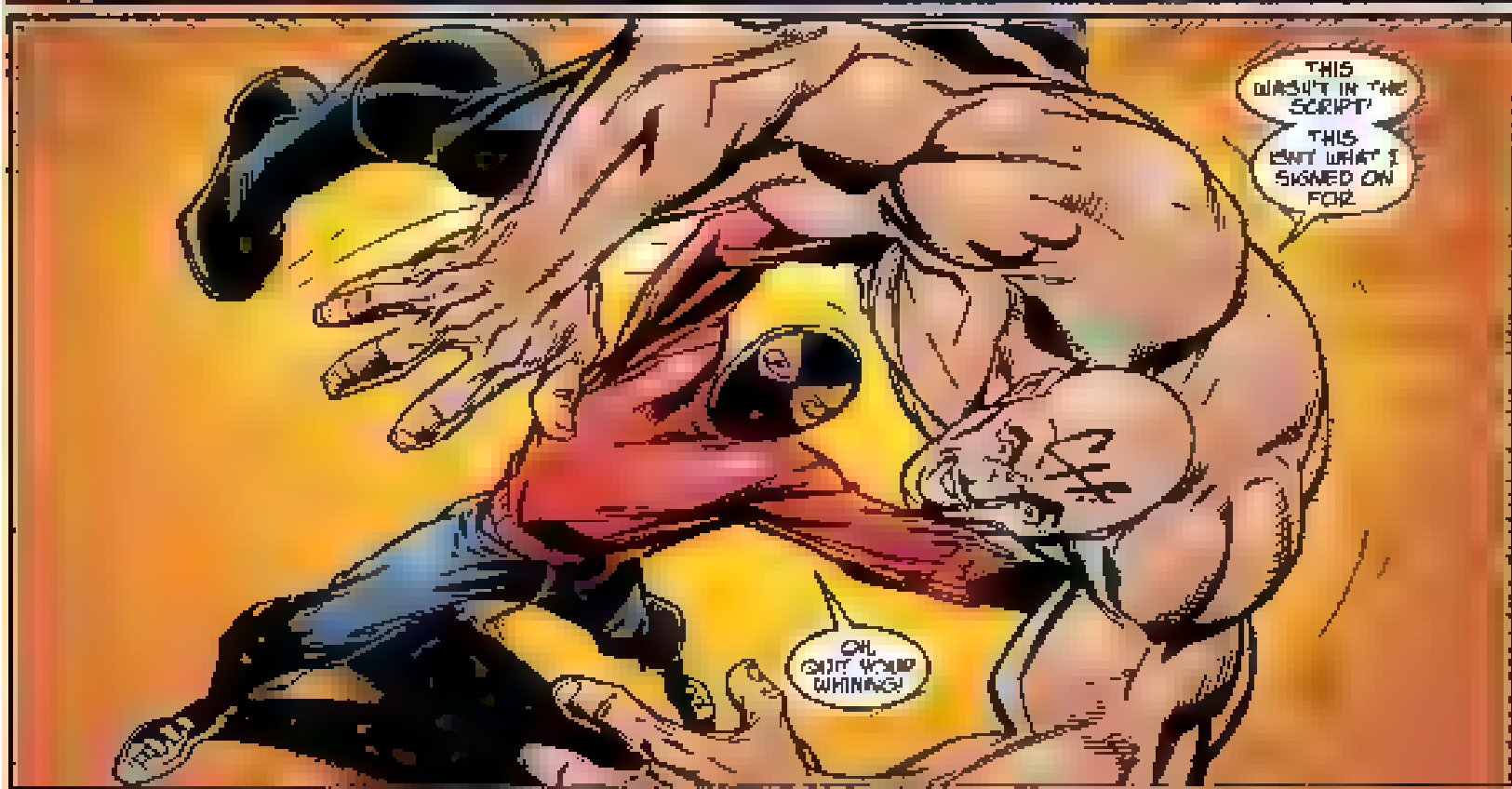
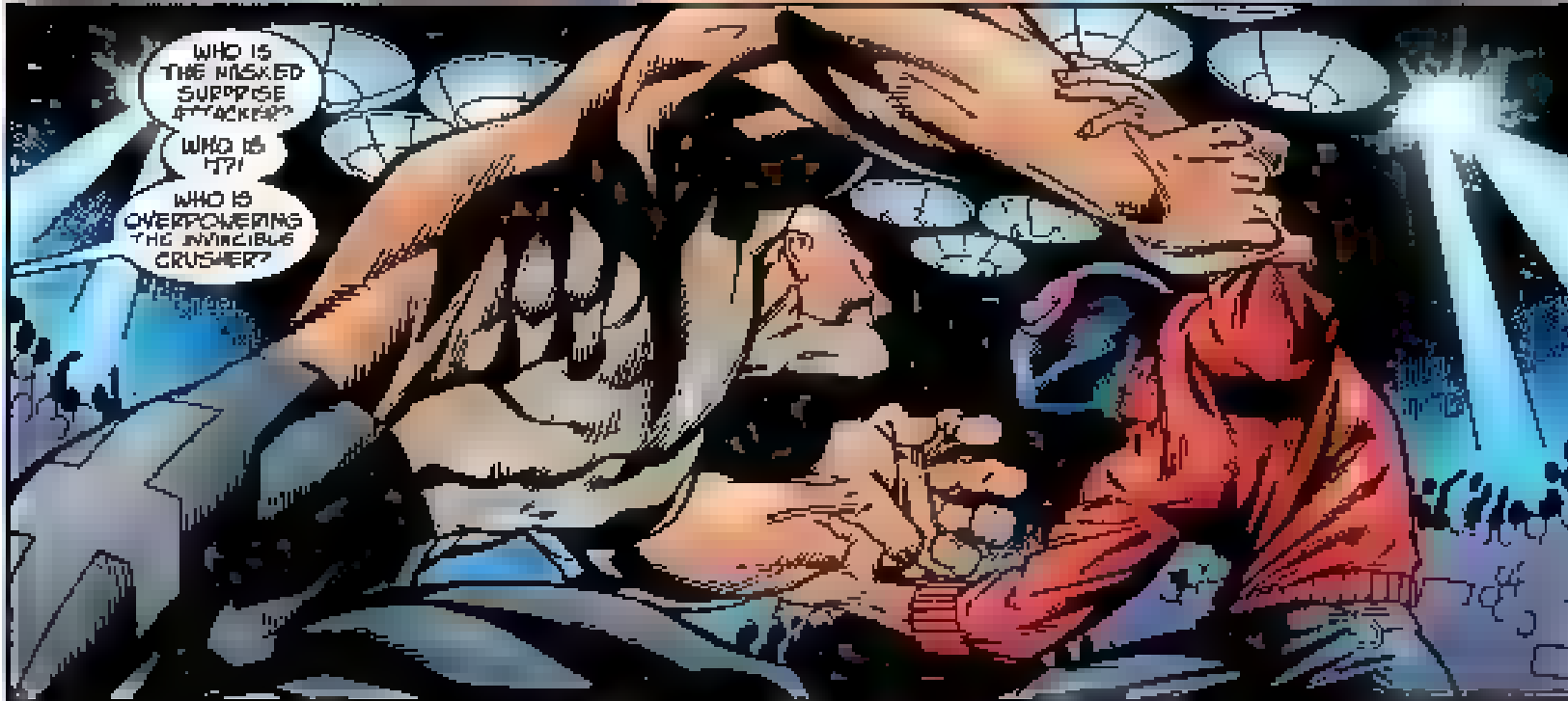


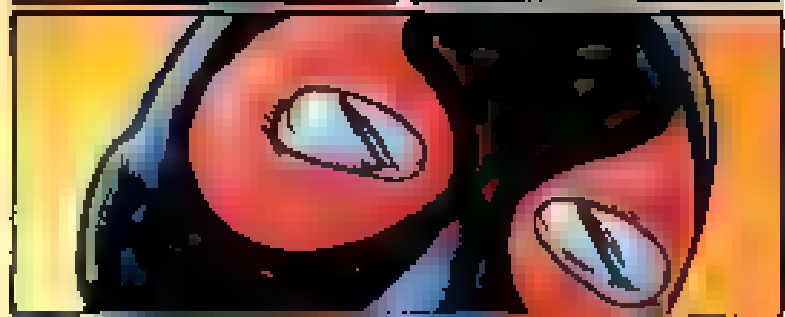
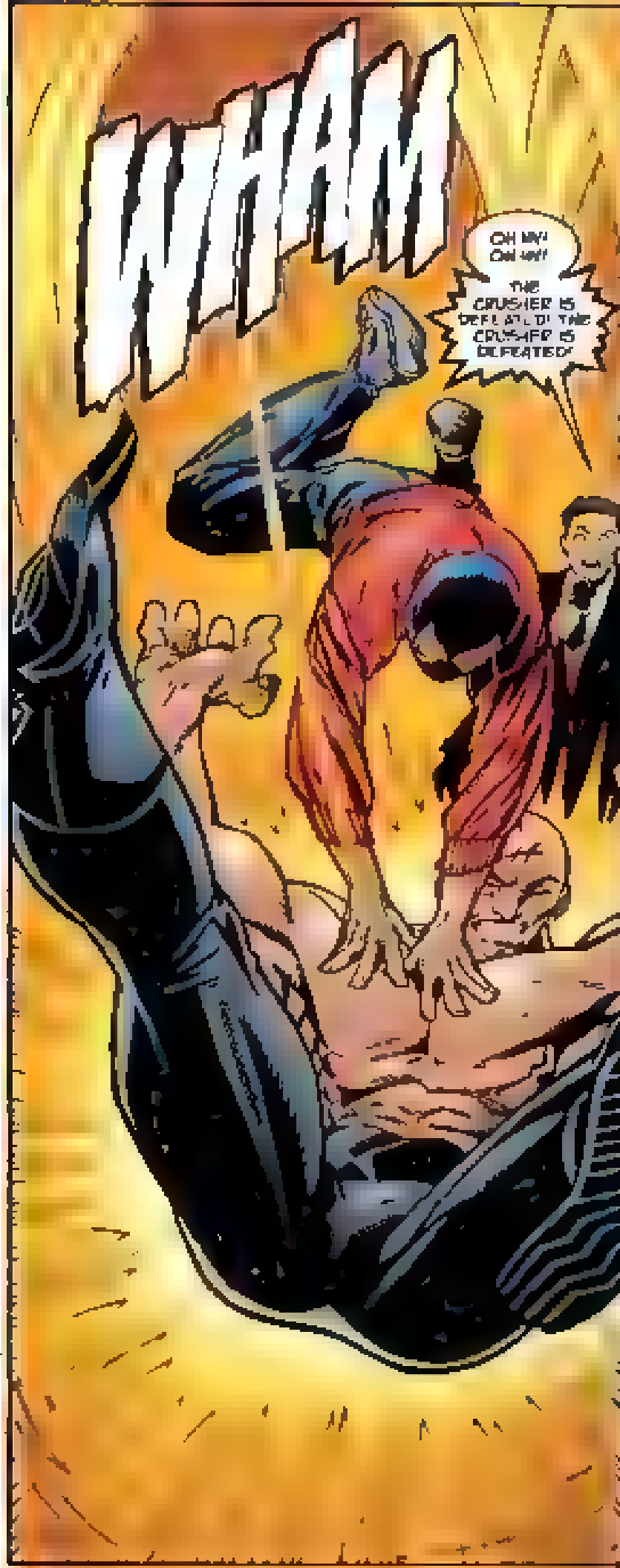


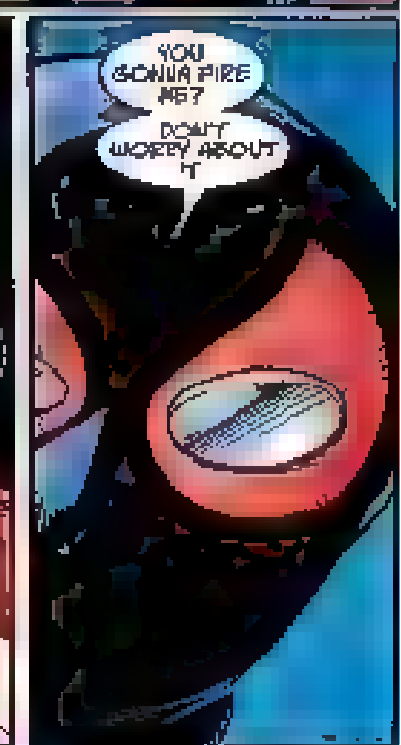




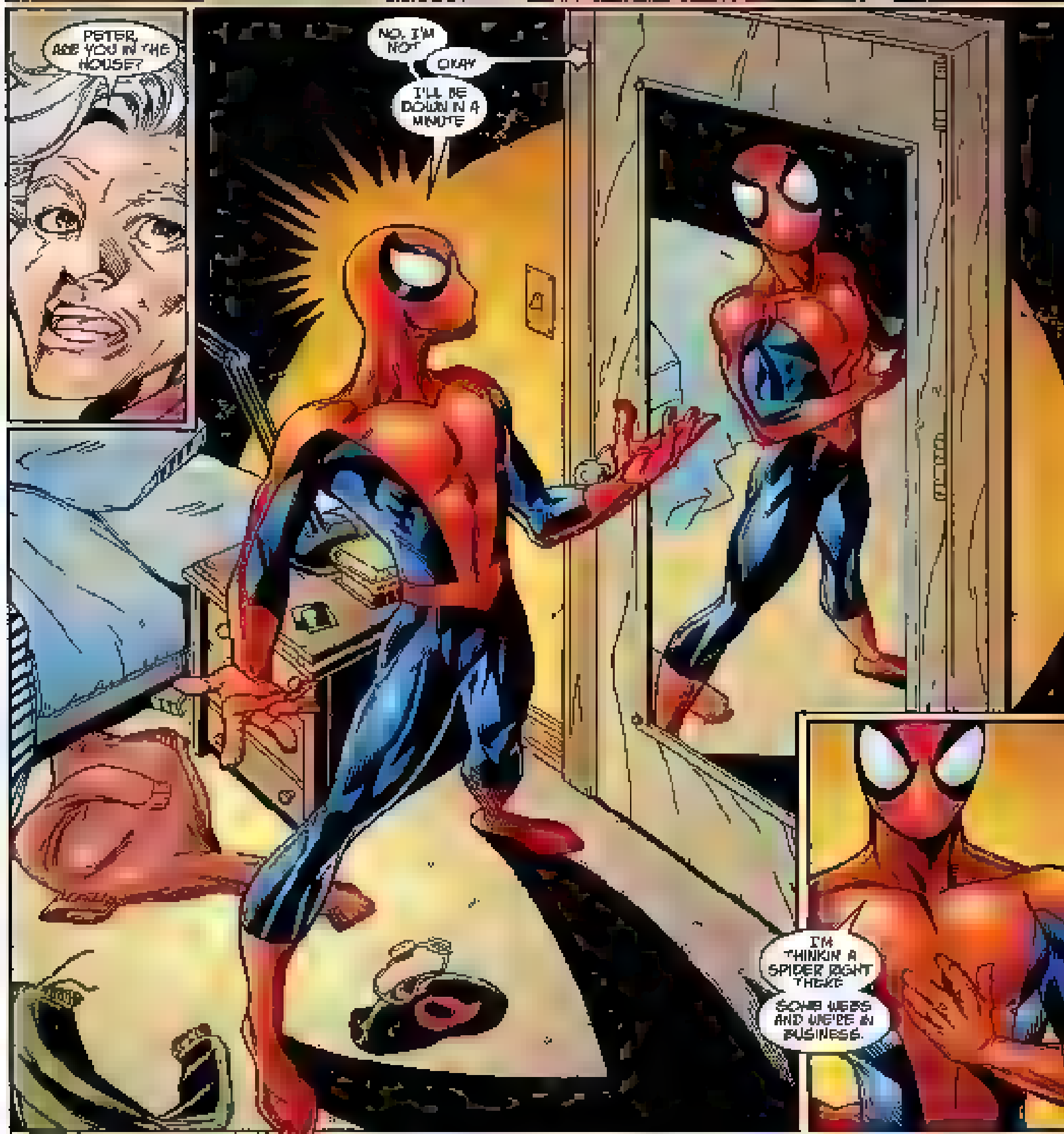


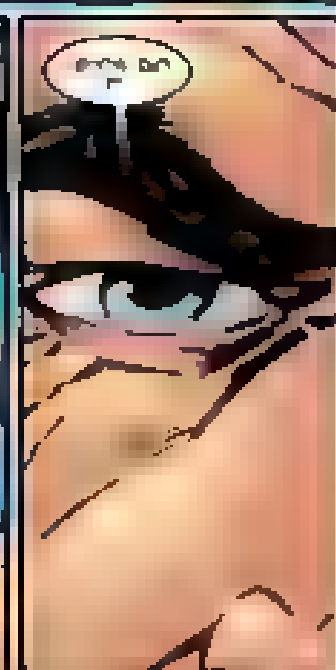
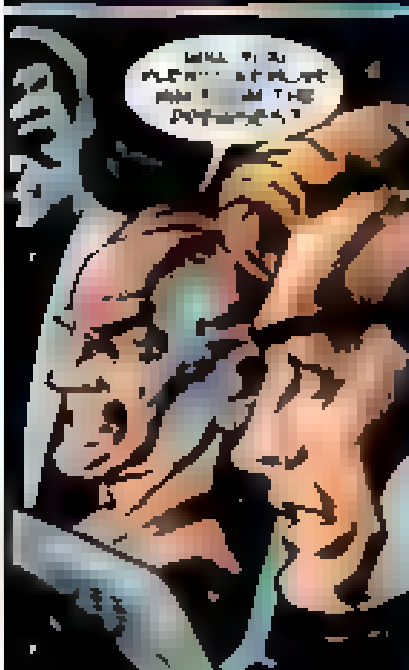


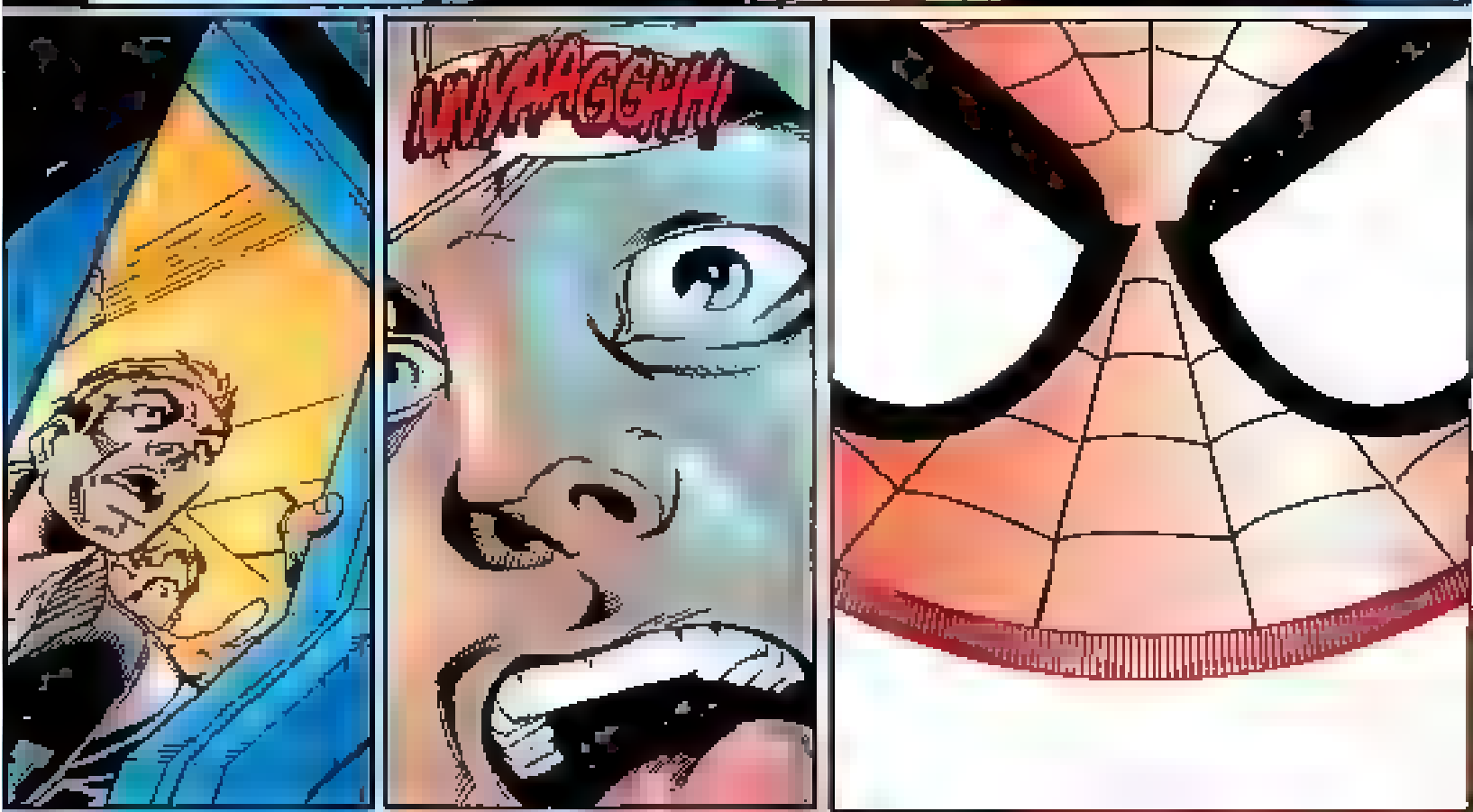
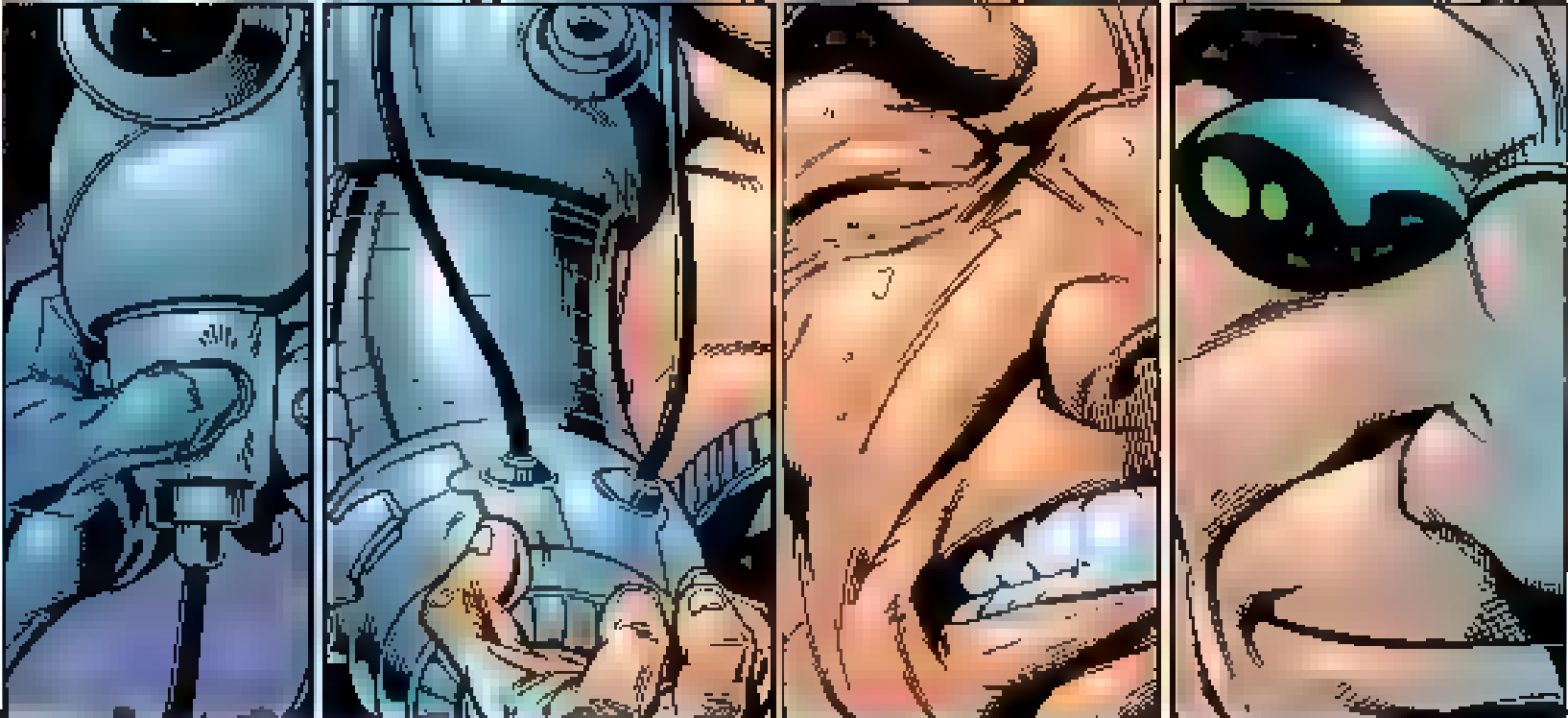














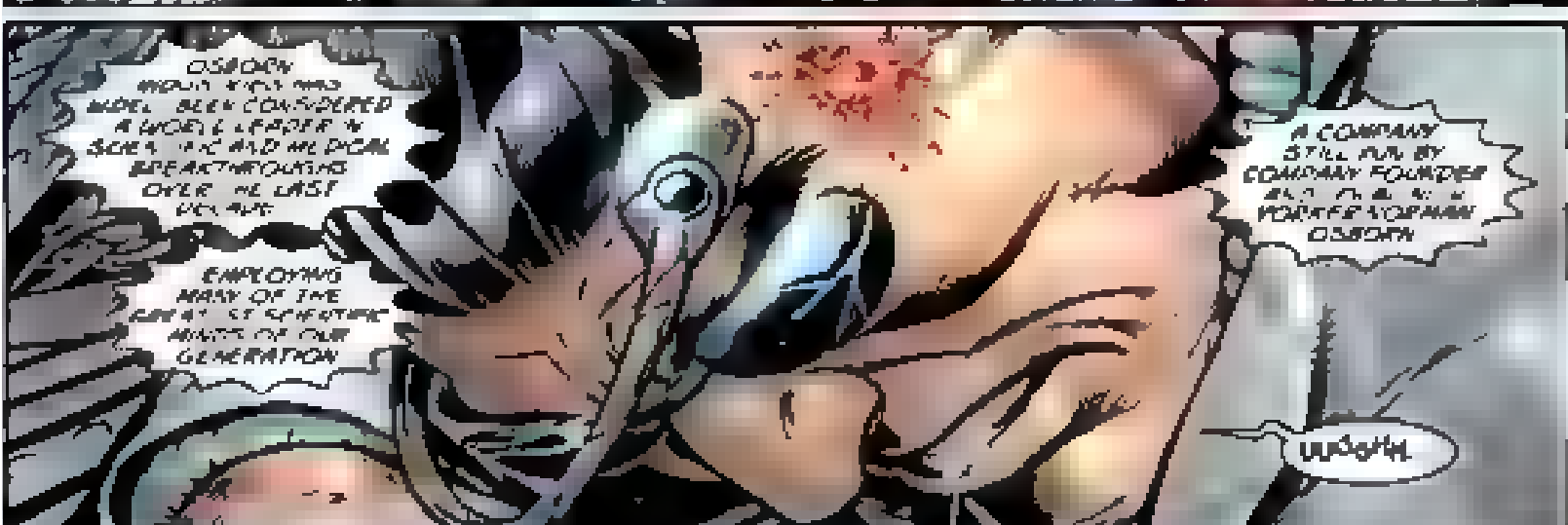


FOR THOSE OF YOU JUST JOINING IN

THERE HAS BEEN A MAJOR ACCIDENT AT THE NEW TECHNOLOGY FACILITY OF OSBORN INDUSTRIES EARLY THIS EVENING



DETAILS ARE STILL SKETCHY, BUT WE HAVE CONFIRMATION THAT THERE ARE FATAL TIES INVOLVED

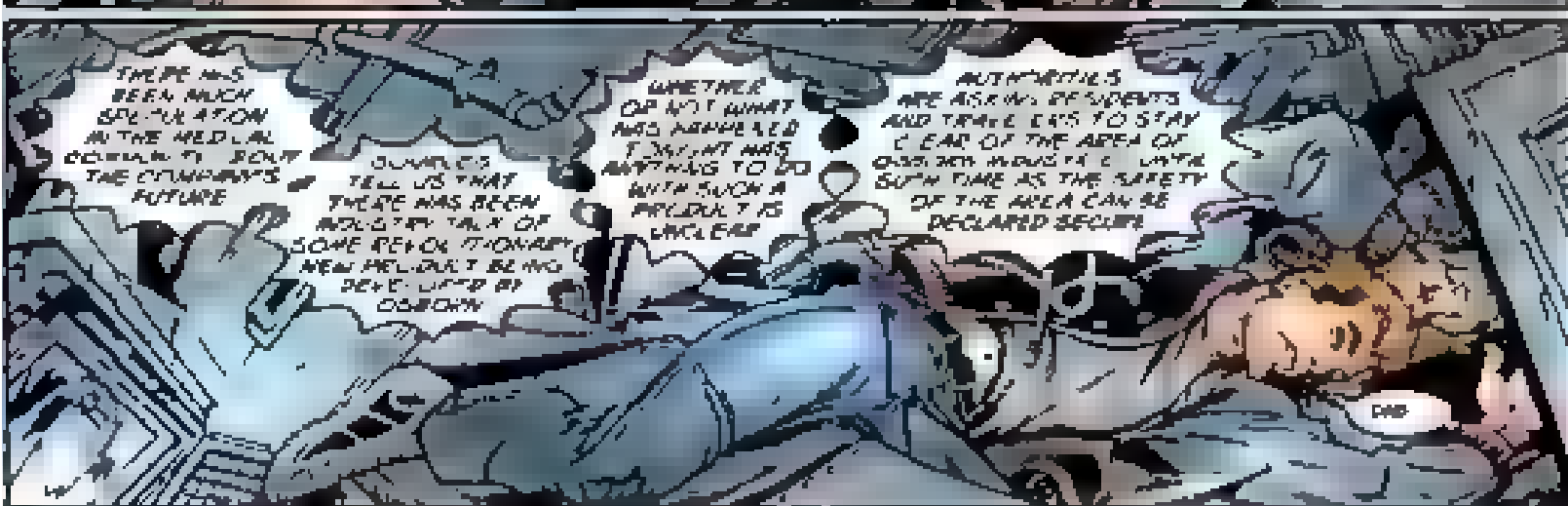


OSBORN INDUSTRIES HAS ALWAYS BEEN CONSIDERED A WORLD LEADER IN SCIENCE AND MEDICAL BREAKTHROUGHS OVER THE LAST DECADE

A COMPANY STILL RUN BY COMPANY FOUNDER AND PRESIDENT VICTOR VORHAN OSBORN

EMPLOYING MANY OF THE GREAT SCIENTIFIC MINDS OF OUR GENERATION

WUSHH



THERE HAS BEEN MUCH SPECULATION IN THE MEDICAL COMMUNITY ABOUT THE COMPANY'S FUTURE

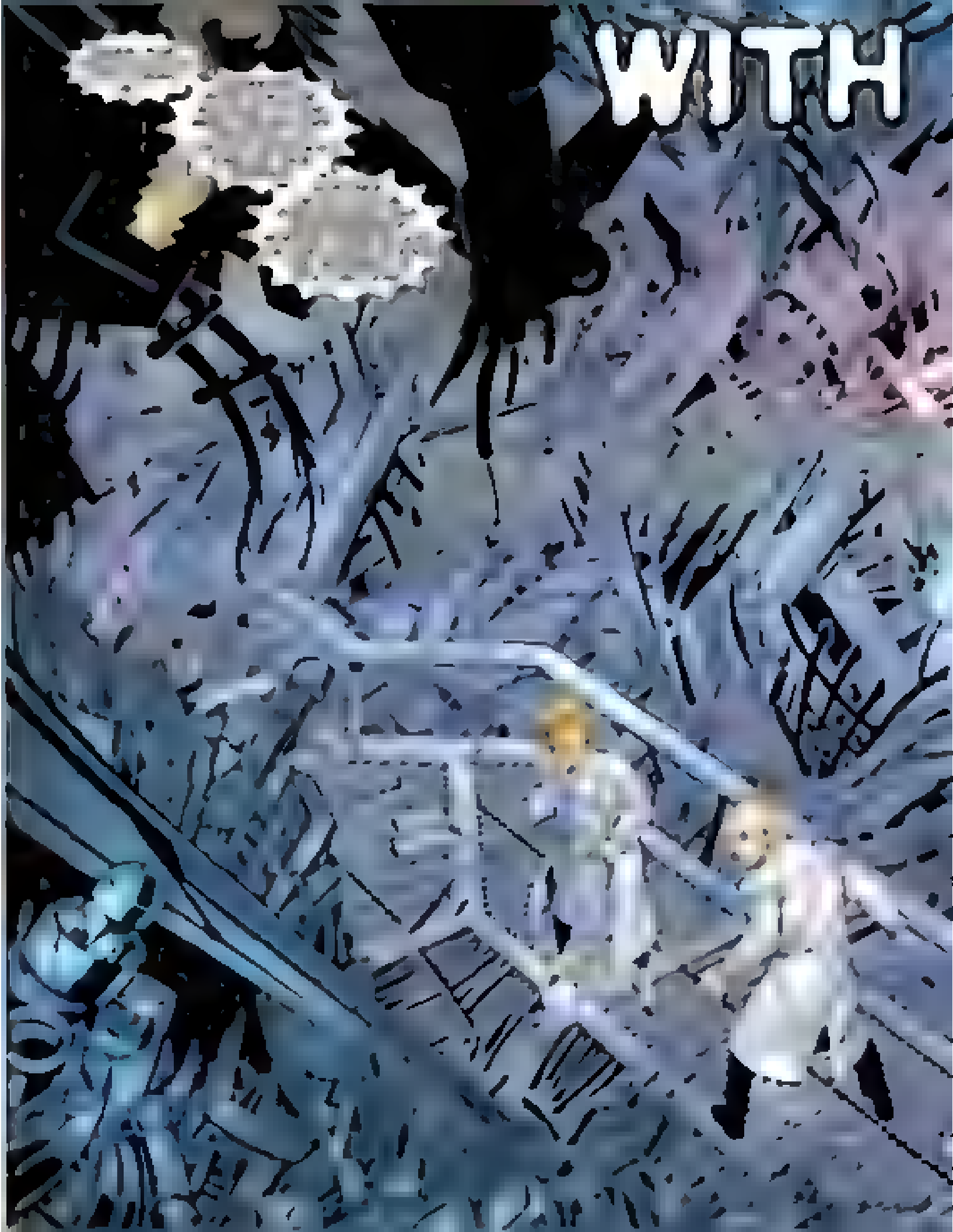
SOURCES TELL US THAT THERE HAS BEEN INDUSTRY TALK OF SOME REVOLUTIONARY NEW PROJECT BEING DEVELOPED BY OSBORN

WHETHER OR NOT WHAT HAS HAPPENED TODAY HAS ANYTHING TO DO WITH SUCH A PROJECT IS UNCLEAR

AUTHORITIES ARE ASKING RESIDENTS AND TRAVELERS TO STAY CLEAR OF THE AREA OF OSBORN INDUSTRIES UNTIL SUCH TIME AS THE SAFETY OF THE AREA CAN BE DECLARED SECURE

END

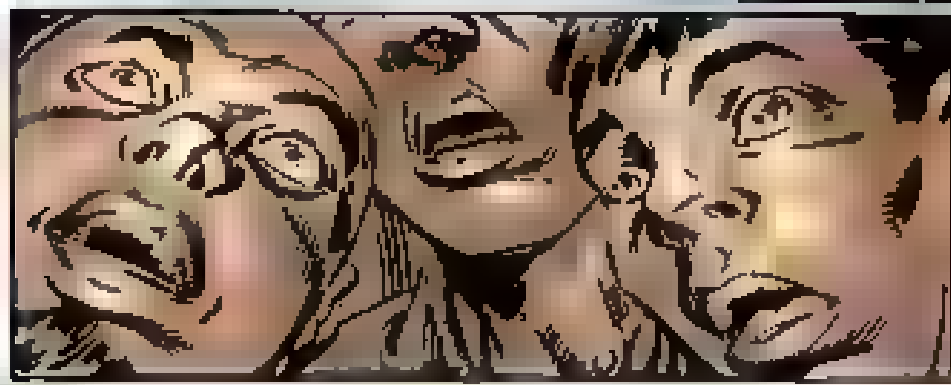
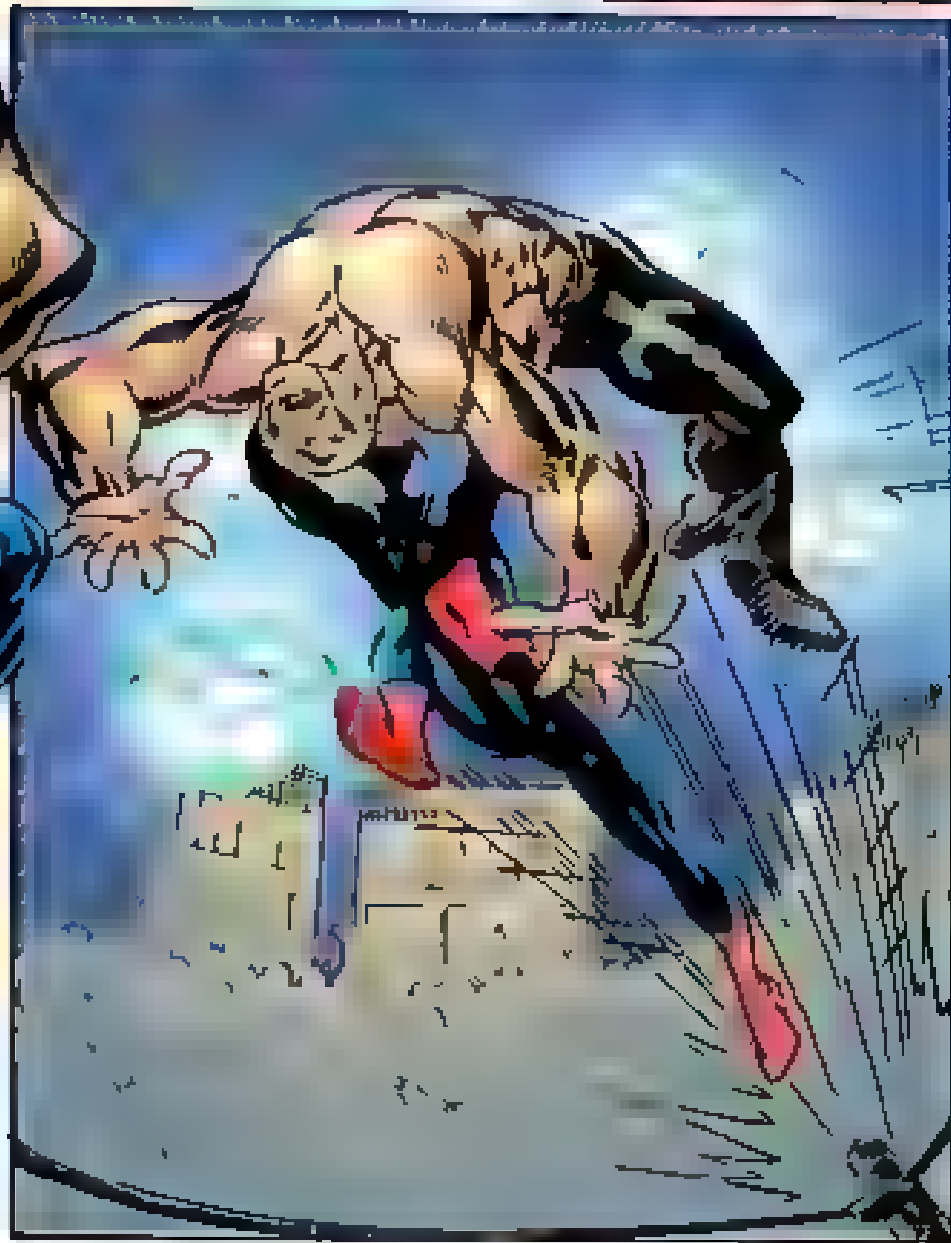
WITH

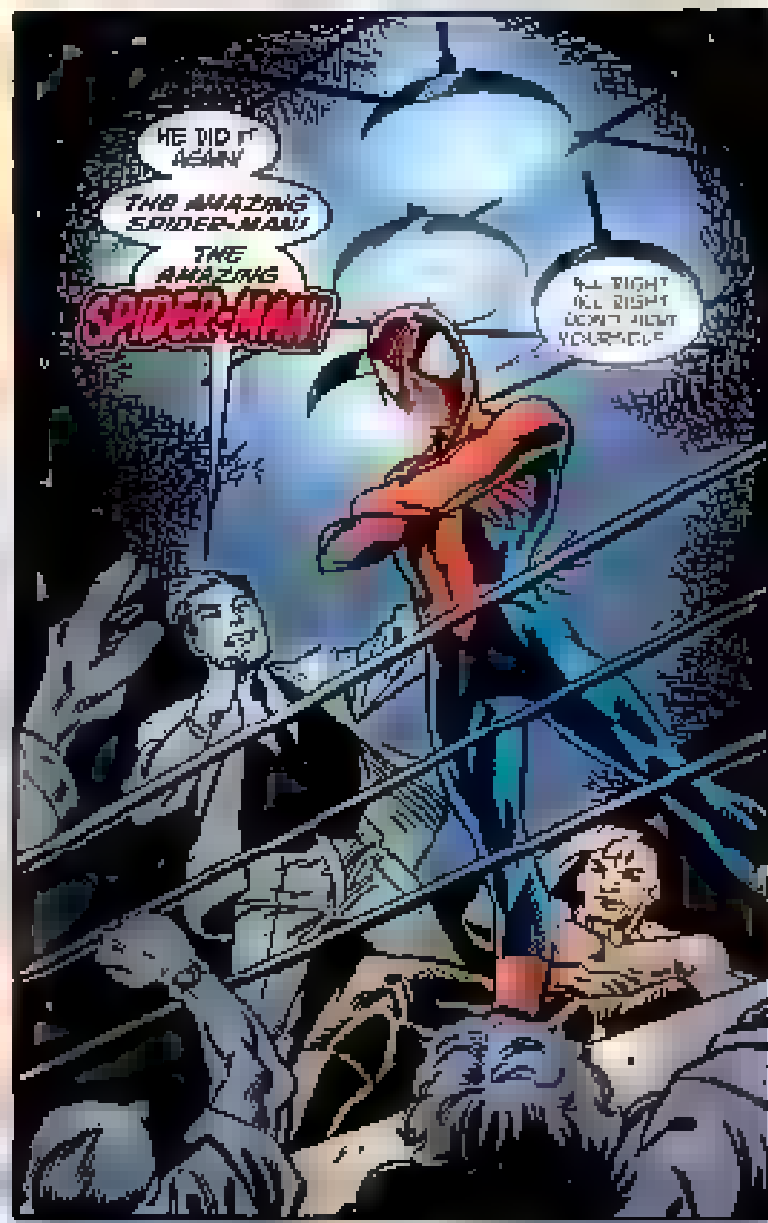
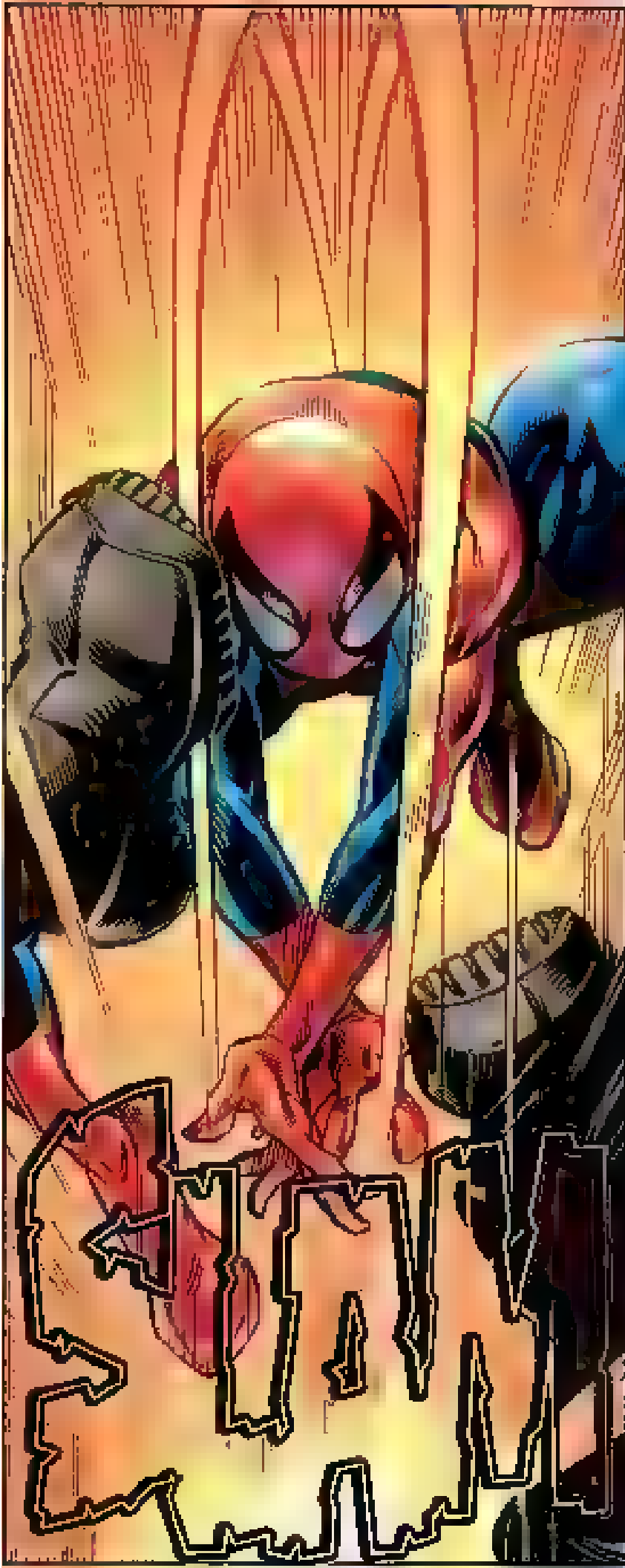


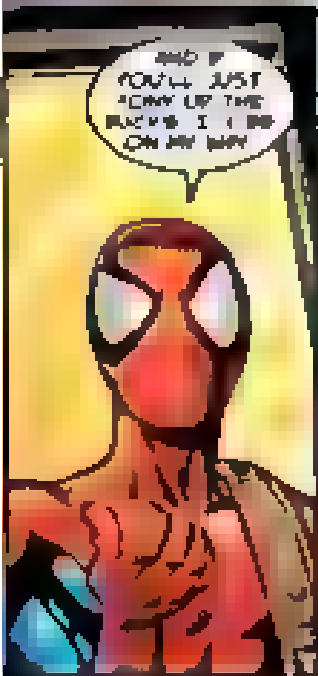
# GREAT POWER











AND IF YOU'LL JUST TEND UP THE BUCKS I'LL BE ON MY WAY



UH MEXICO?

WHERE'S THE 2 TV CASH?

I TEND UP WHERE'S THE 5 TV CASH?



THE MONEY!  
WHERE'S THE MONEY THAT WE GET FROM THE BOY OFFICE FILMS RIGHT HERE IN THIS OFFICE?



WELL NOW ON PART 11 IT'S KNOWN?

WELL YOU KNOW I WAS IN MEAT

DO DO THEY



WELL YOU'VE HE TOLD ME I DON'T KNOW I DON'T KNOW I TAKE ON THAT MAKE ON I'M ALREADY HE LUP

ARE YOU APPROVED?



NOW WHY ON EIGHTY OFFER IT?

THAT WAS ALL THE MYSTERY? AND I WILL FORGET THE DIBIT LO YOU WOULD RACE OF

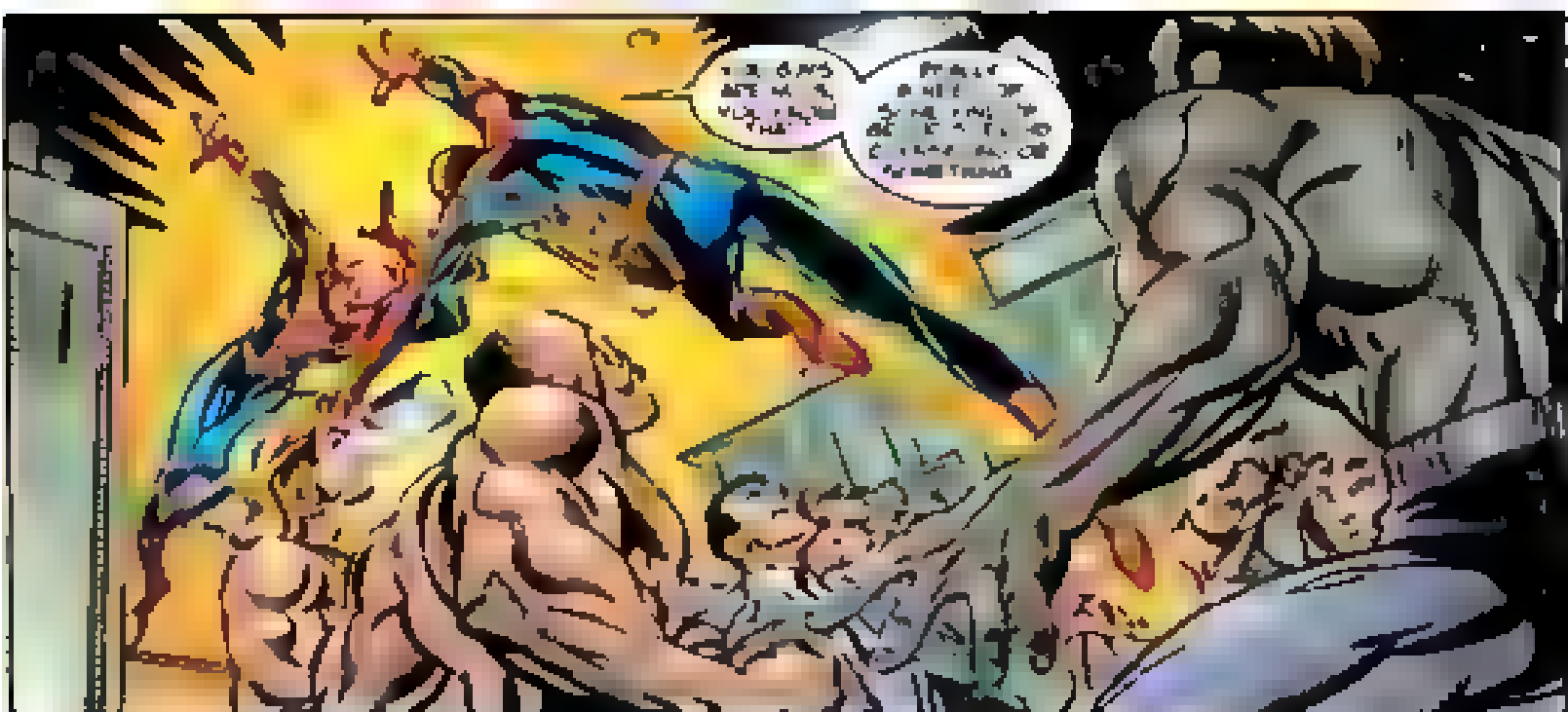
PLEASE IF I WANTED TO FOR HE TAKE I CERTAINLY WOULD NEED A



WHY DON'T WE TALK TO THE POLICE ABOUT IT?

I THINK IT'S ABOUT TIME THAT MAKE FAME OFF

AND I MEAN RIGHT NOW





WELL THERE GOES  
MY DREAMING  
CAREER

BUNCH O'  
MANIACS

I COULDA MOPPED  
THE FLOR WITH THE  
BUNCH OF THEM

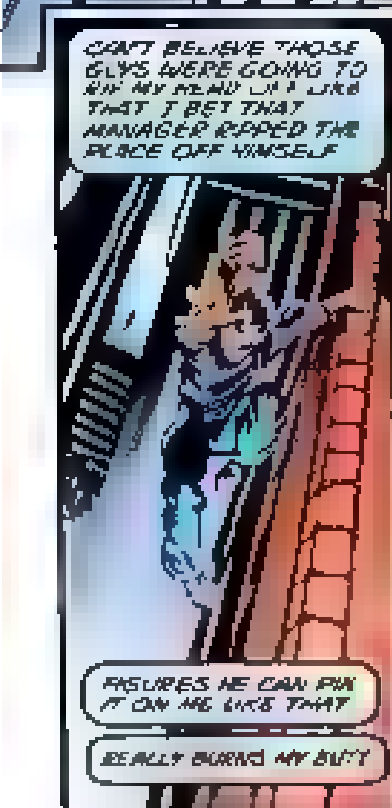
THEY'RE SO LUCKY I'VE  
GOT A HEART OF GOLD

SURE THERE'S THE  
TAINTED BLOOD OF  
A SPIDER RUNNING  
THROUGH IT BUT  
IT'S STILL A HEART  
OF GOLD

SO I'LL GET A NORMAL  
JOB LIKE A NORMAL  
TEENAGER. HELP  
CHOP IN FOR UNCLE  
BEN AND AUNT MAY

WONDER IF THERE  
SPIDER POWERS  
WILL BE AN ASSET  
CHANGING THE GREASE  
TRAPS AT THE CORNER  
WENDY'S

NO, I GOTTA GET A  
JOB WITH "COMPUTERS"  
OR AT A LAB OR  
SOMETHING



CAN'T BELIEVE THOSE  
GUYS WERE GOING TO  
RUN MY HEAD UP I WRO  
THAT I BET THAT  
MANAGER RIPPED THE  
PELCE OFF HIMSELF

FIGURES HE CAN PIN  
IT ON ME LIKE THAT

REALLY BURNS MY BUTT



WHY ARE PEOPLE ALWAYS  
SO QUICK TO KICK DOWN  
MY TAIL? I TELL YOU  
I AM SO SICK OF IT

HEY!  
WE'VE BEEN  
ROBBED

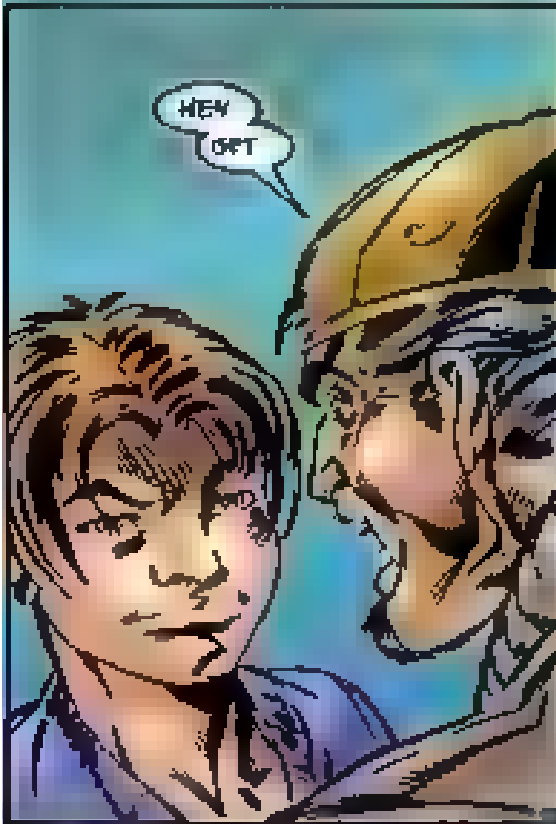


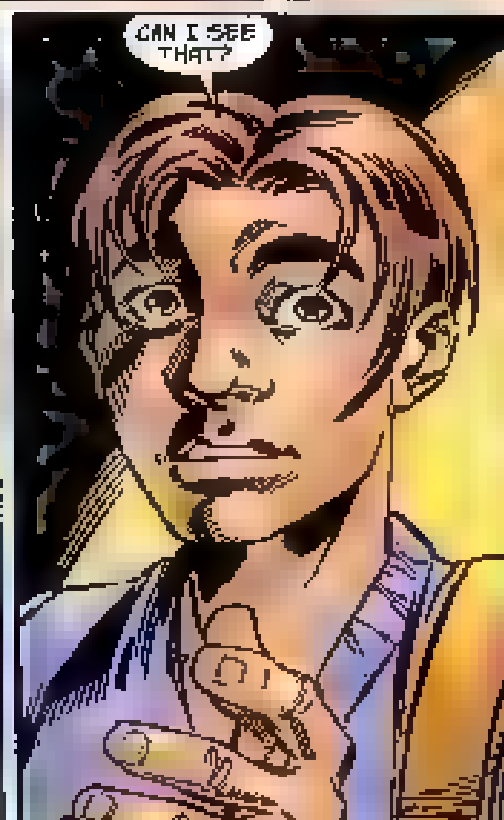
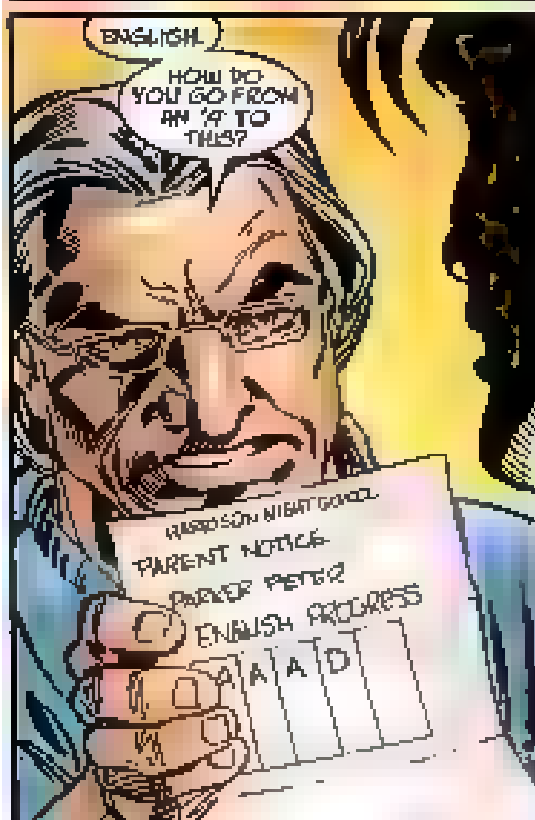
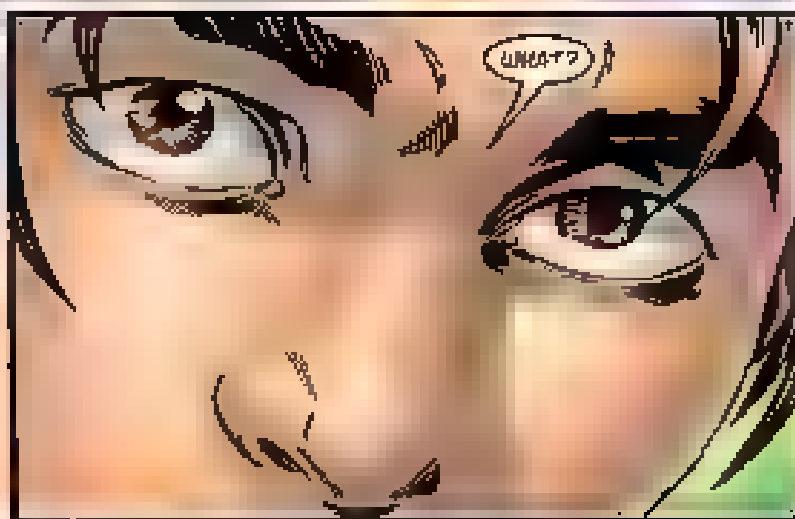
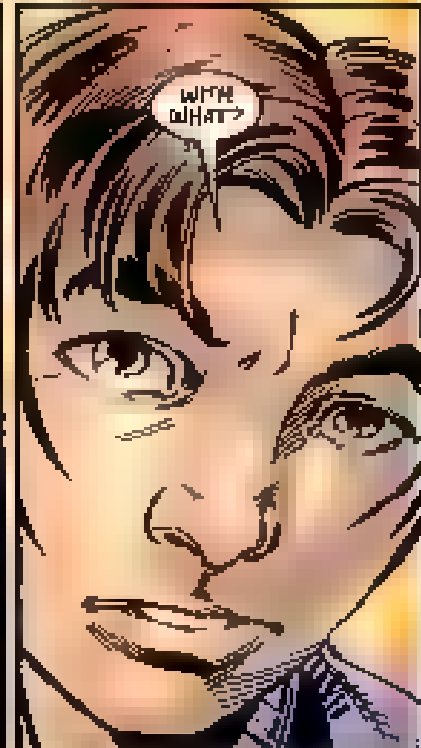
HE ROBBED  
THE DELI  
MY DELI  
HE ROBBED JIM  
SOMEBODY

OH

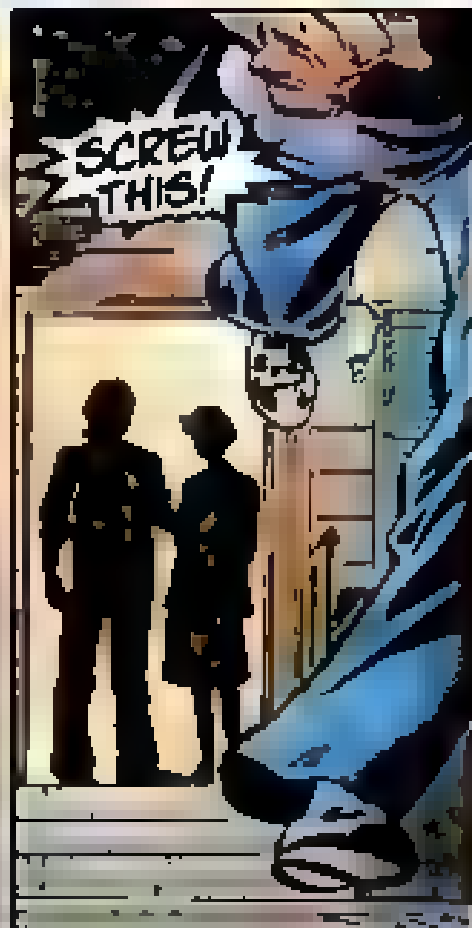
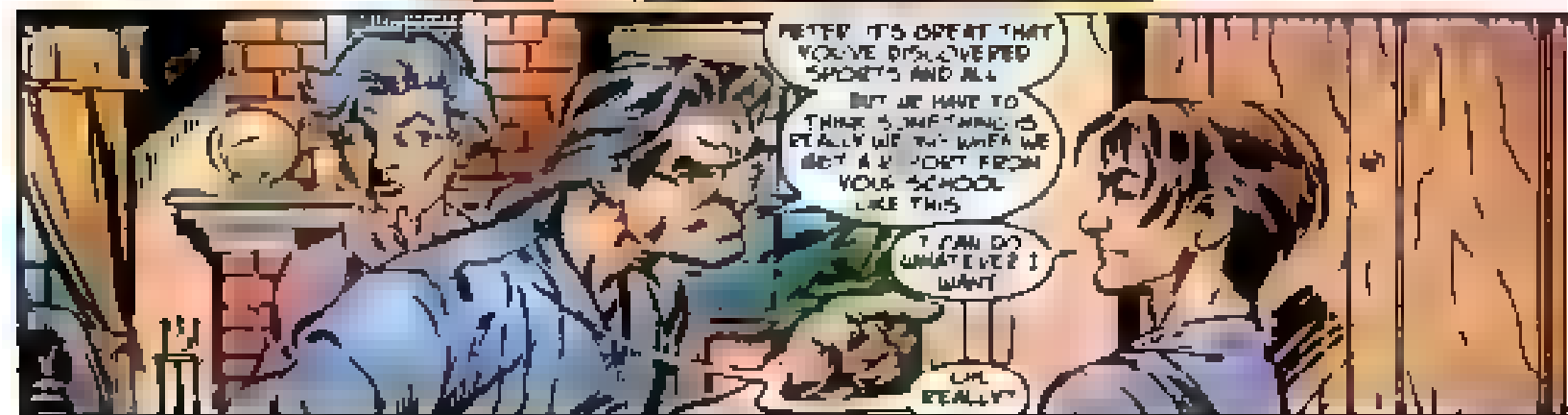
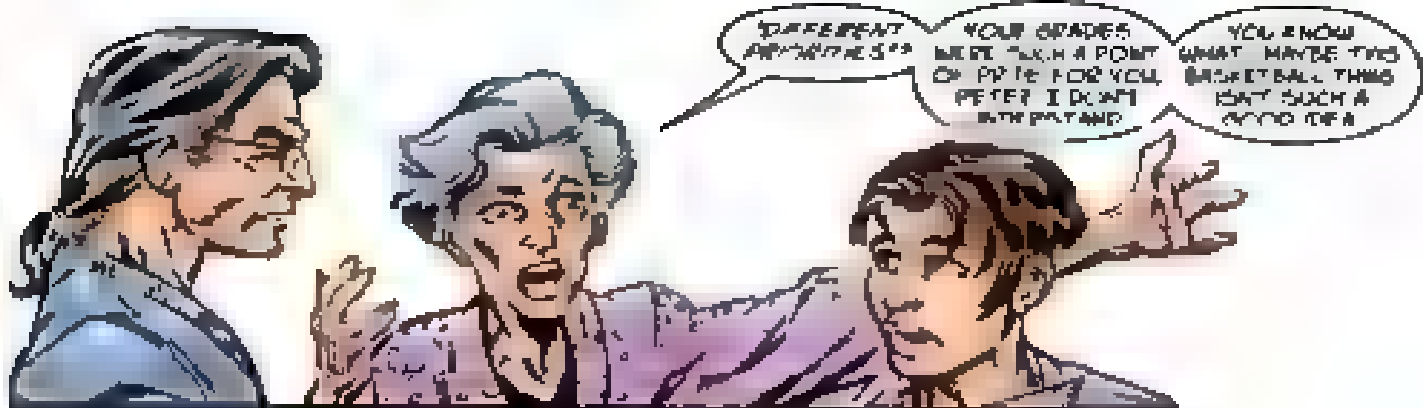


I MEAN IS IT ME? OR IS  
IT THAT EVERYWHERE  
I GO SOMEONE'S  
GETTING IN MY FACE  
ABOUT SOMETHING?









I WRITE THIS

WHY CAN'T I JUST  
TELL THEM?

JUST TELL THEM WHAT  
I SAID NOW TELL  
THEM THAT I'M OKAY

THAT I'M SO MUCH  
BETTER THAN OKAY

IT'S LIKE SOMETHING IS  
HOLDING ME BACK... LIKE  
I WOULDN'T TELL THEM

EVERYTHING IS SO  
DIFFERENT NOW AND  
I HAVEN'T EVEN HAD  
LIFE A SECOND TO  
FIGURE IT ALL OUT

ONE MINUTE I'M PETER  
DARTER KING OF THE  
BULLIES AND THEN ALL OF  
A Sudden I'M IN THIS

AND I DON'T EVEN  
KNOW WHAT THIS IS

NOW I'M BEING KIDNAPPED  
AND I DON'T EVEN KNOW  
I'M KIDNAPPED AND I DON'T  
EVEN KNOW IT

IT SAYS HE I DON'T CARE  
ABOUT ANY OF THIS STUFF  
BUT WHY DO I DON'T WHY  
HAS THIS HAPPENED TO ME?

MAYBE I SHOULD JUST BITE  
THE BULLET AND TALK TO  
HARRY'S KEEPER DAD COME  
CLEAR WITH WHA HADN'T I  
AT THE LAB WITH THE SPIDER  
AND WHA BUT

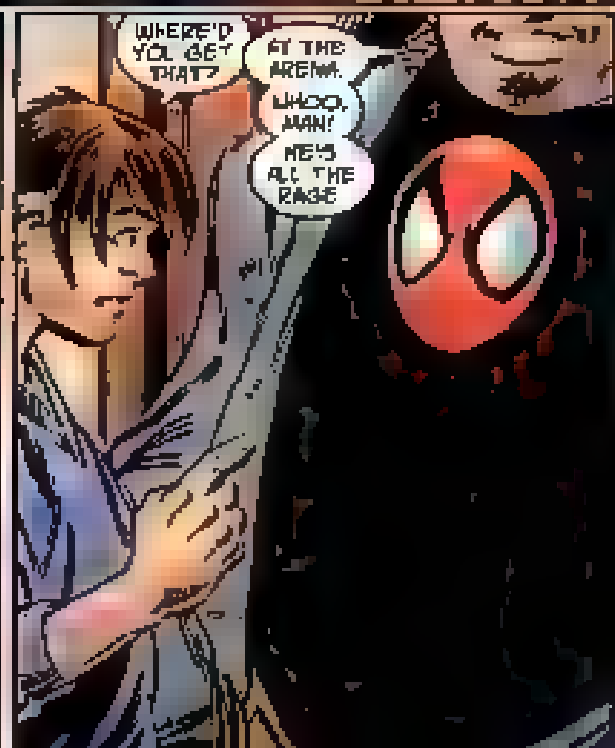
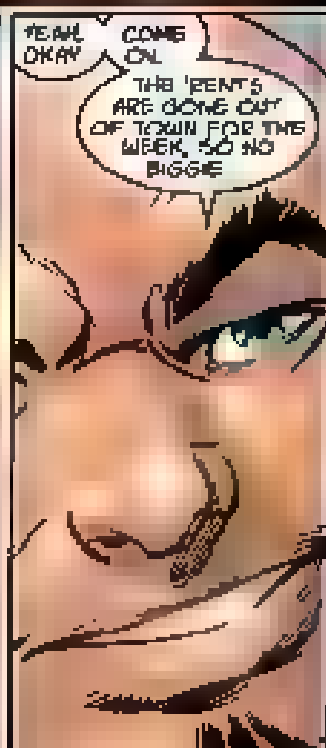
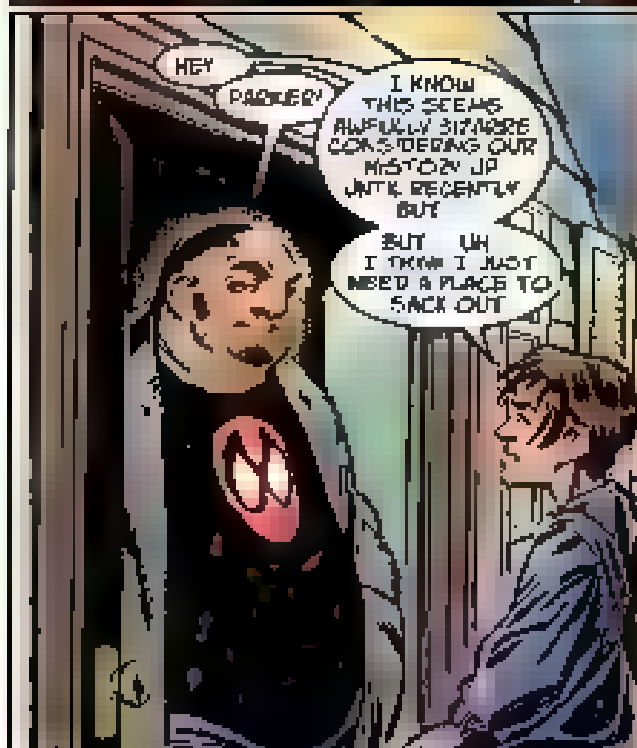
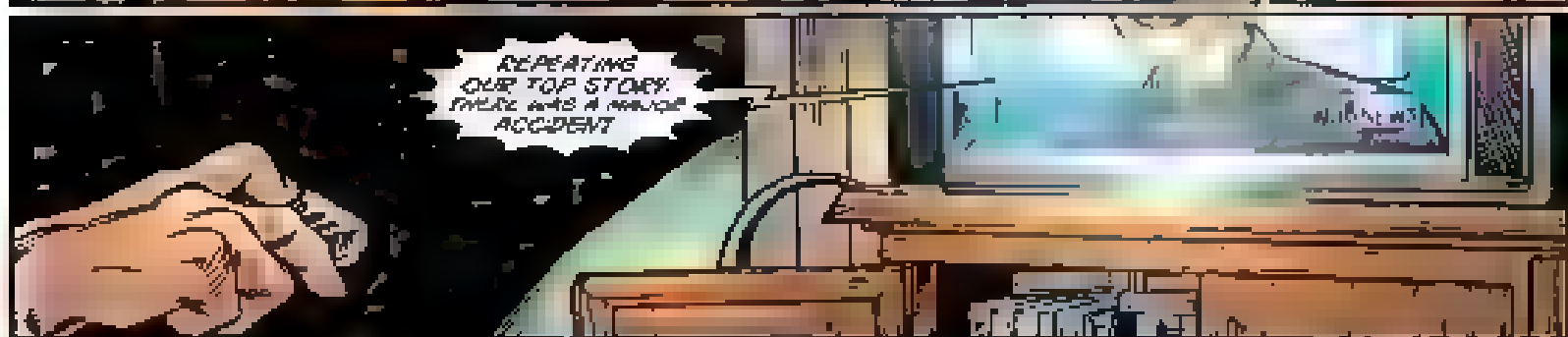
IT WAS ALL A  
MISTAKE HE  
CAN SEE THAT

ONE THING IS FOR SURE  
I'M NOT GOING BACK HOME  
TODAY

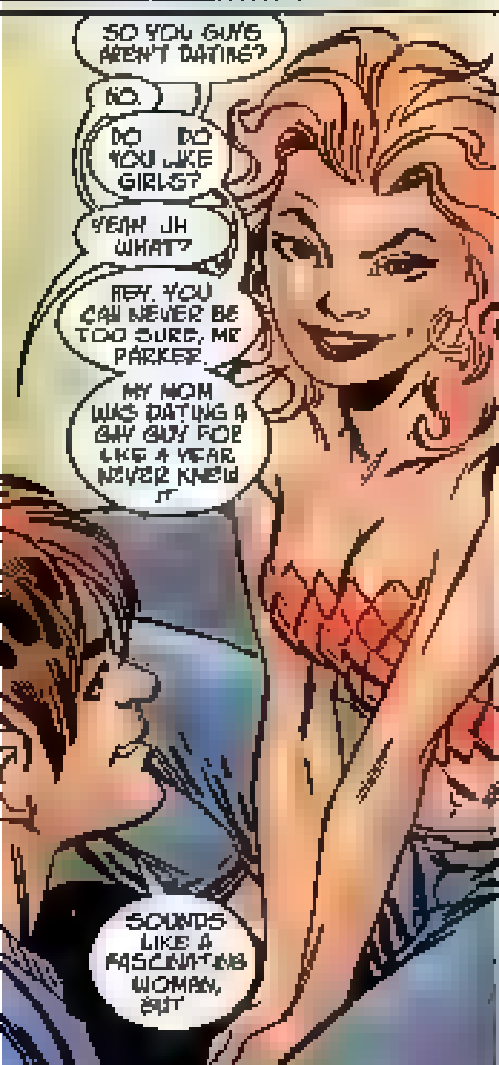
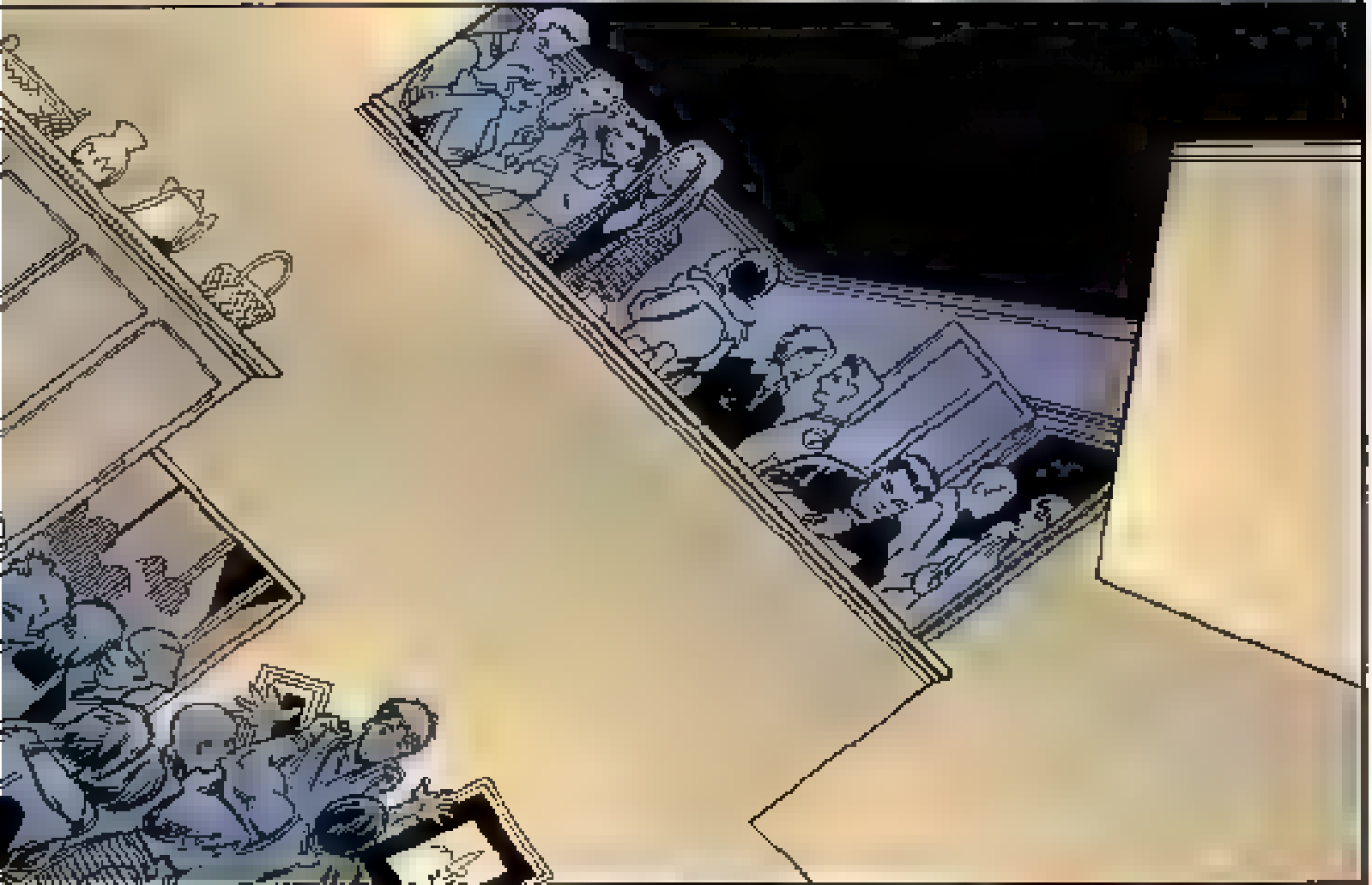
BUT WHERE CAN I  
GO? IF I GO TO  
MAYBE HAVE I THE  
WHY? WHY? WHY? WHY?  
WHY? WHY? WHY? WHY?

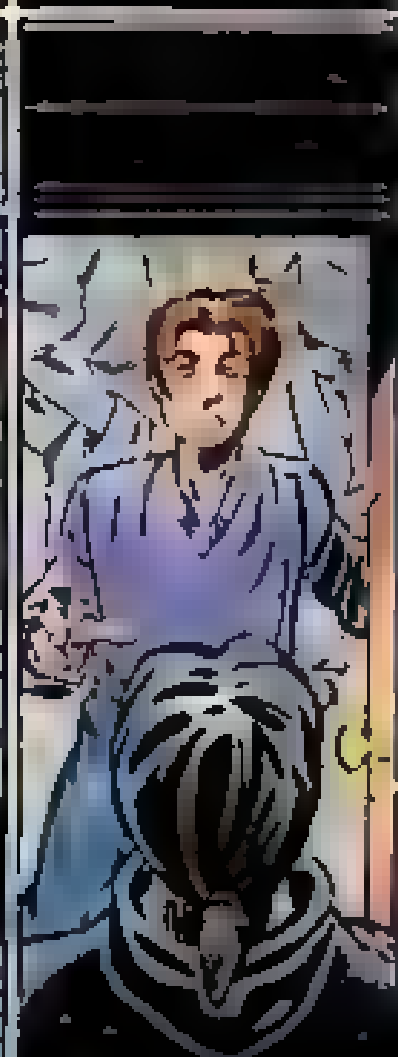
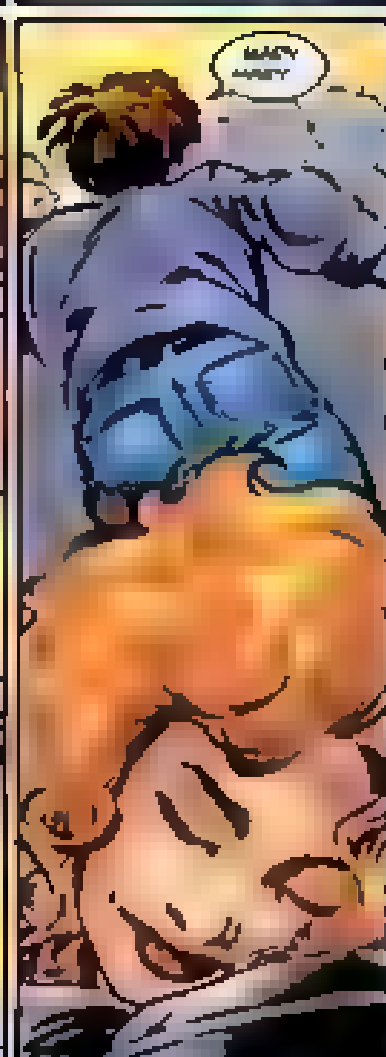
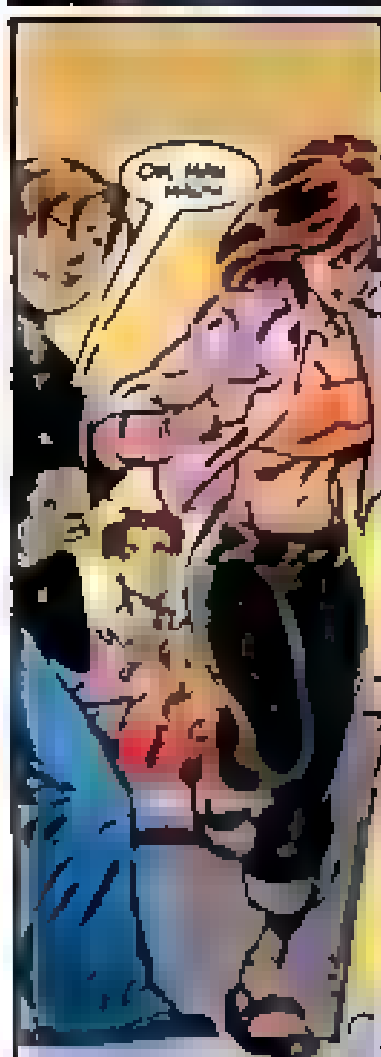
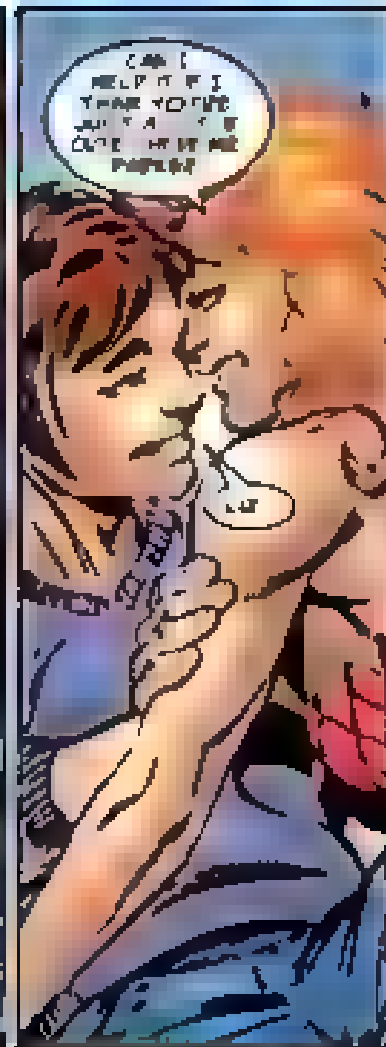
WHERE ELSE CAN I  
GO? WHY?

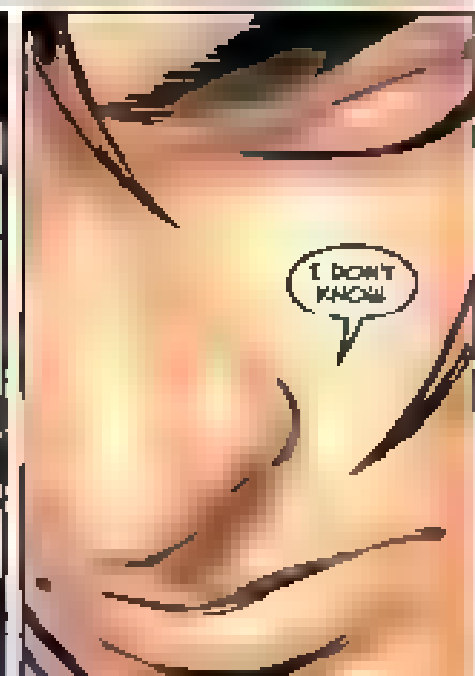
I CAN'T BELIEVE I'M  
EVEN THINKING THIS



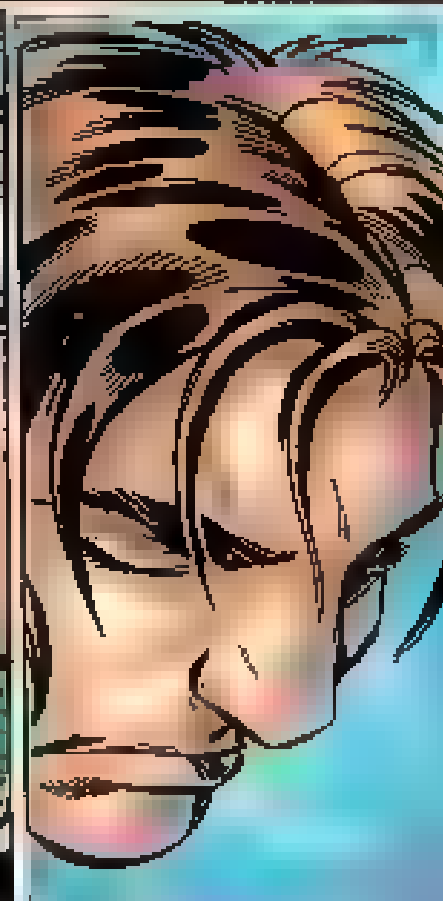
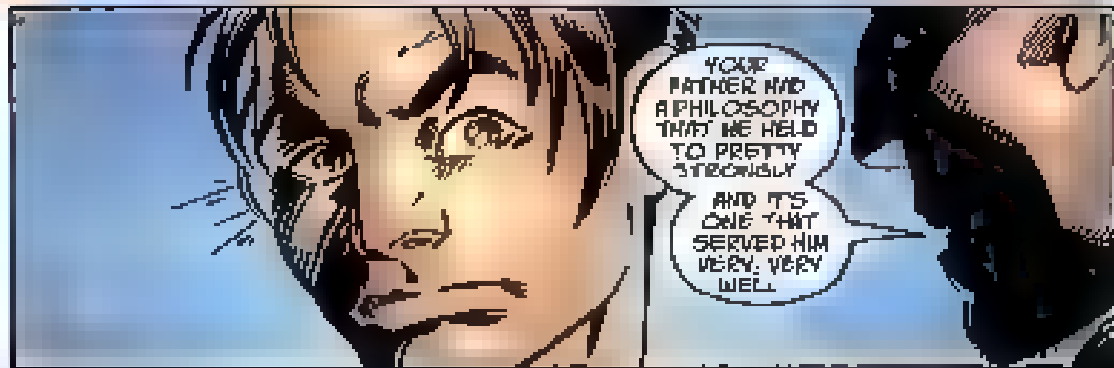


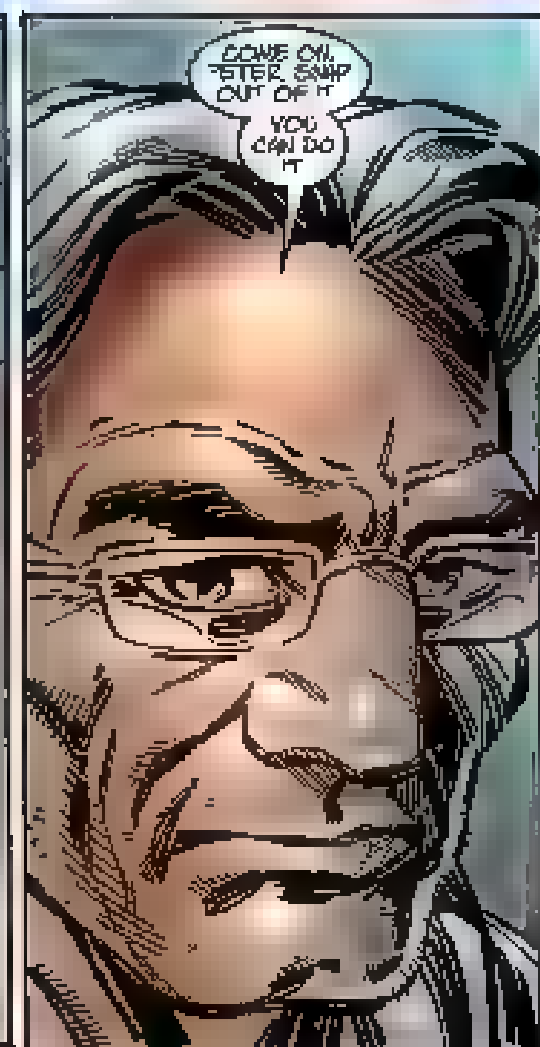
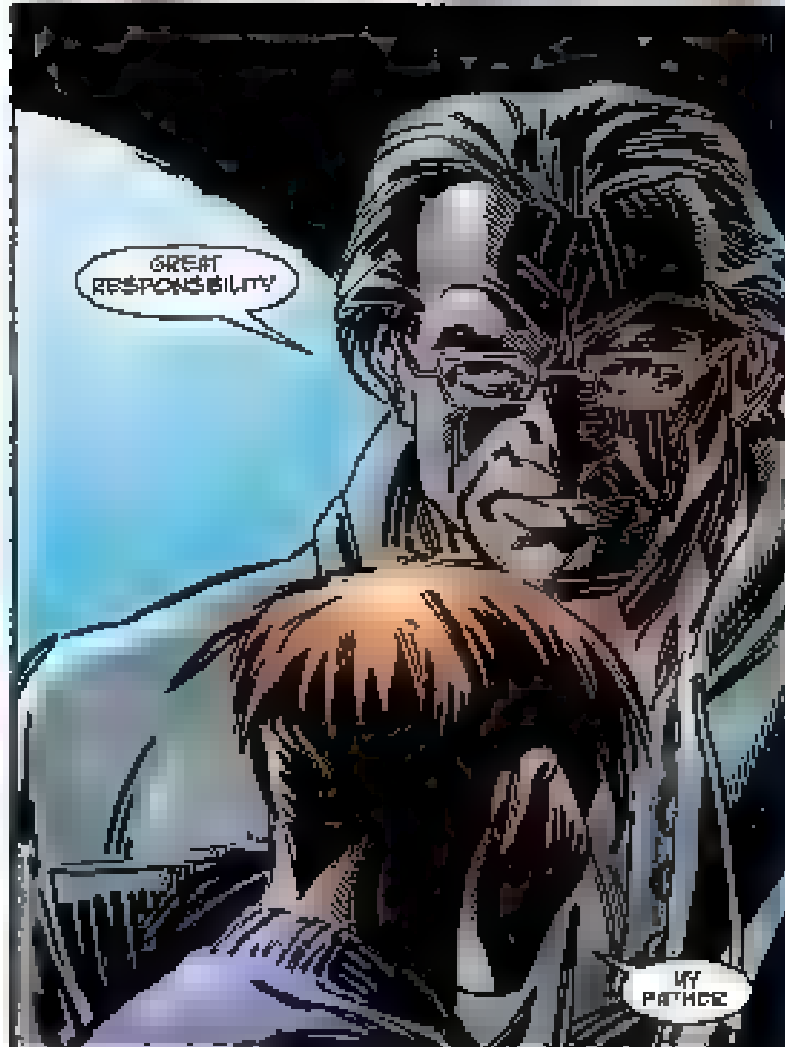


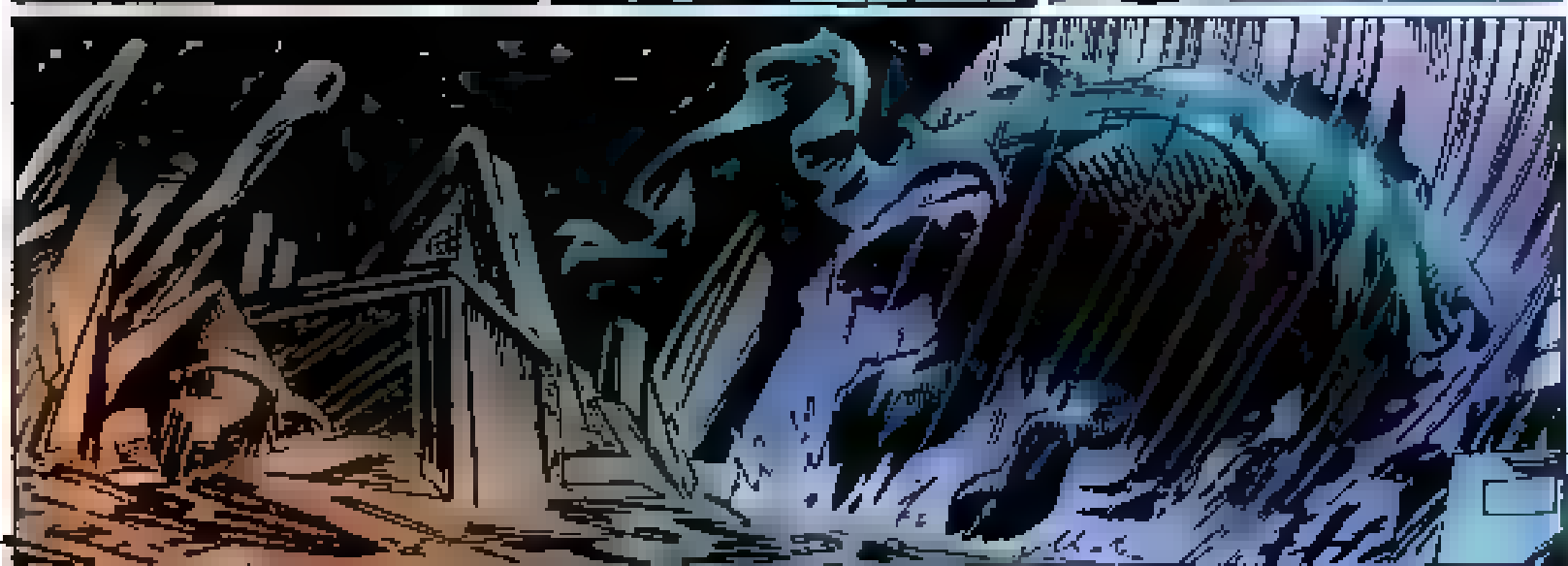
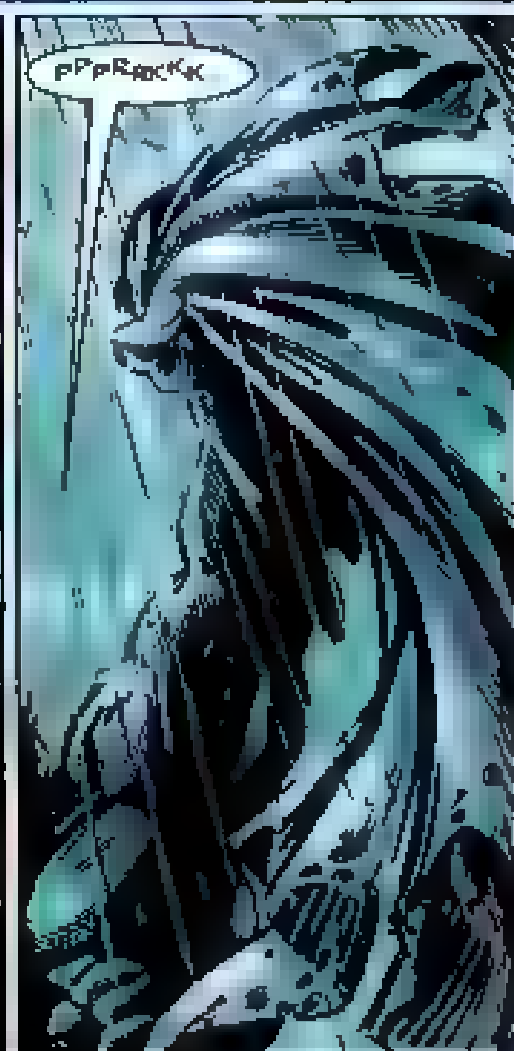
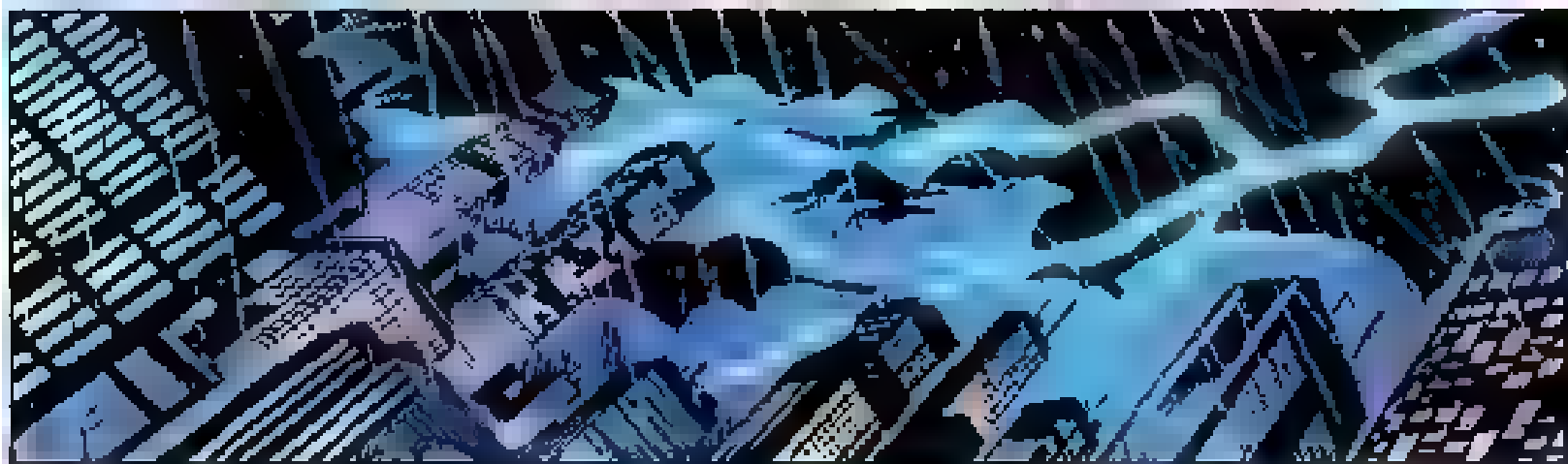












SO STUPID.

CRYING LIKE A GIRL. HE  
DIDN'T DESERVE THAT  
HE DOESN'T KNOW.

HE DOESN'T KNOW THAT  
EVER SINCE THIS WHOLE  
SPIDER-MAN THING BEGAN  
ALL I CAN THINK IS THAT  
THE ONE PERSON WHO  
WOULD KNOW WHAT TO  
DO WAS MY DAD.

MY DAD WOULD HAVE KNOWN  
WHAT TO MAKE OF ALL THIS -  
MY POWERS. WHAT THEY MEAN.

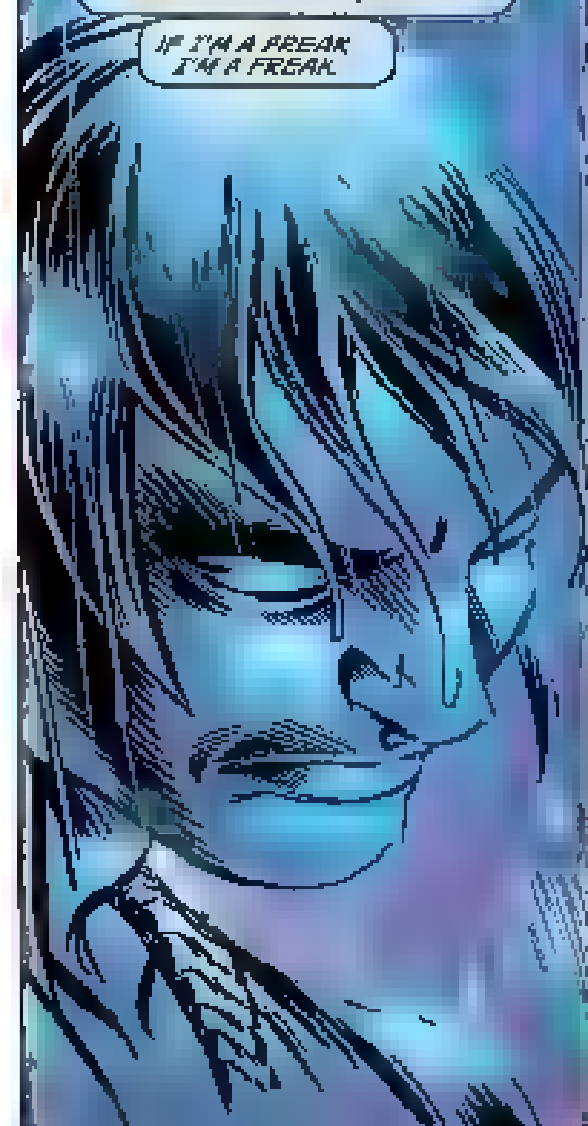


BUT I'M WRONG. AND I'M  
SICK OF BEING WRONG.

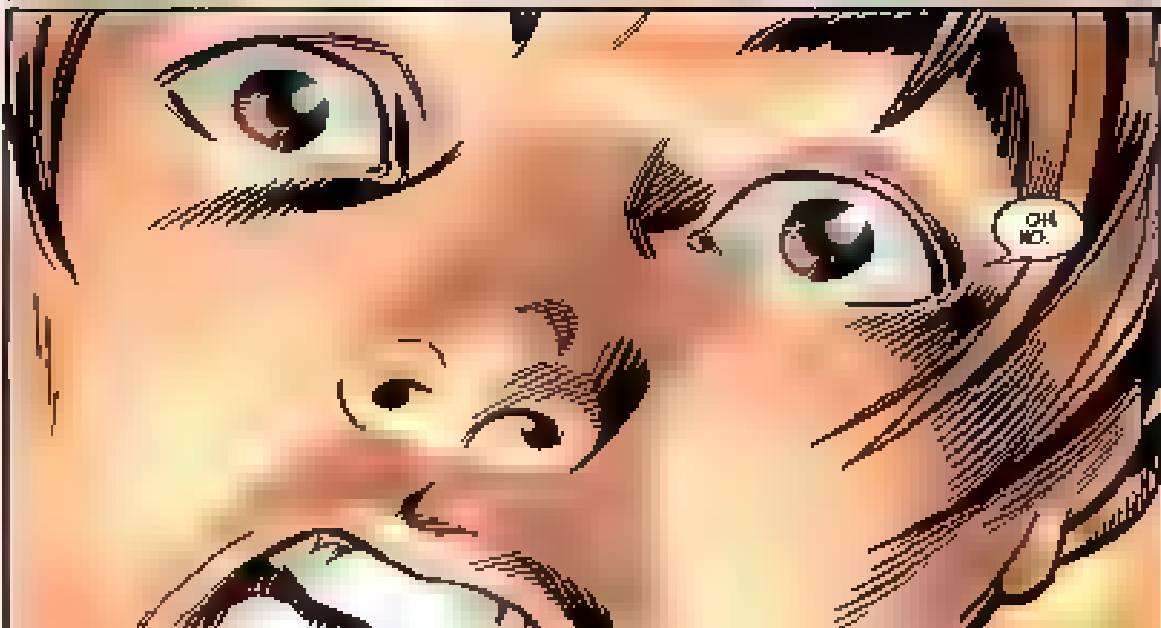
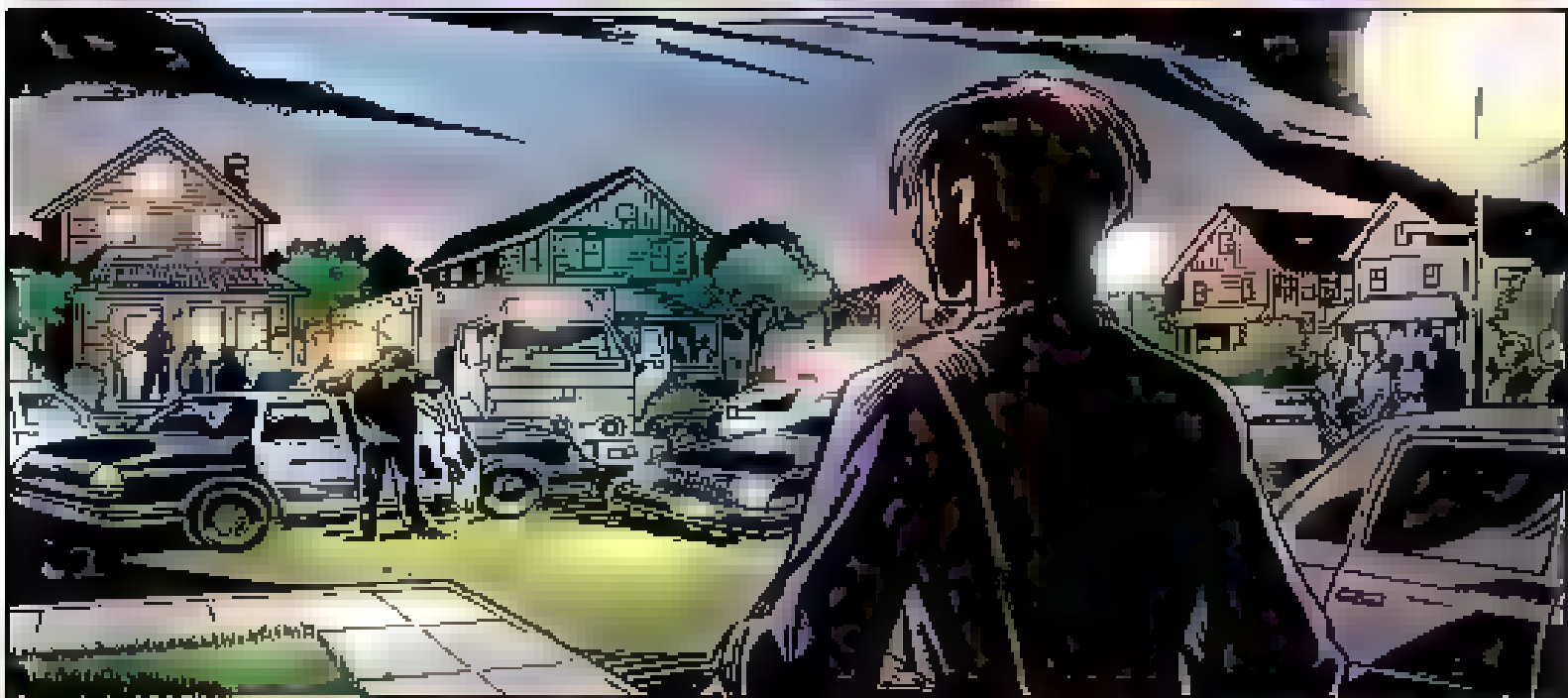
UNCLE BEN AND AUNT MAY  
ARE MY FAMILY AND IT'S  
WAY PAST TIME FOR ME  
TO GROW UP.

IT'S TIME I TOLD THEM WHAT  
IS GOING ON WITH ME AND  
WHATEVER HAPPENS, HAPPENS.

IF I'M A FREAK  
I'M A FREAK.

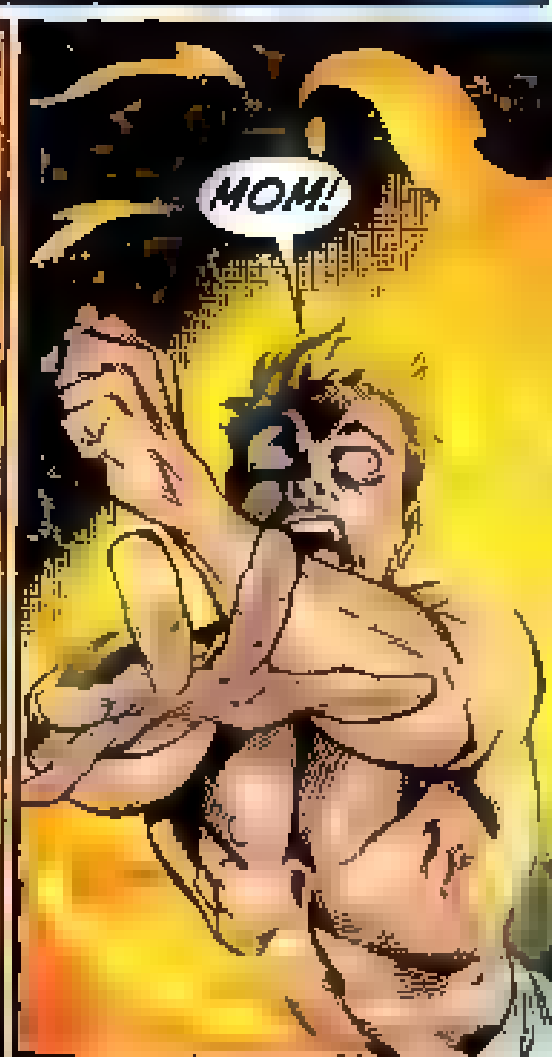


THEY LOVE ME NO  
MATTER WHAT

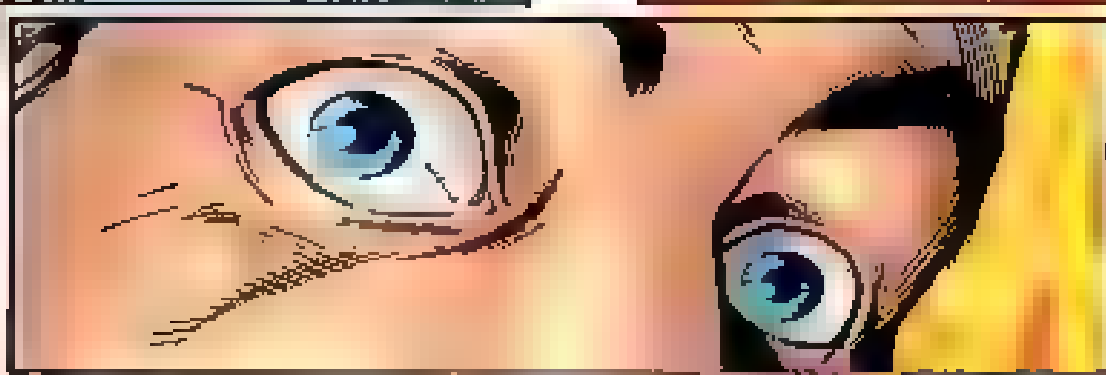
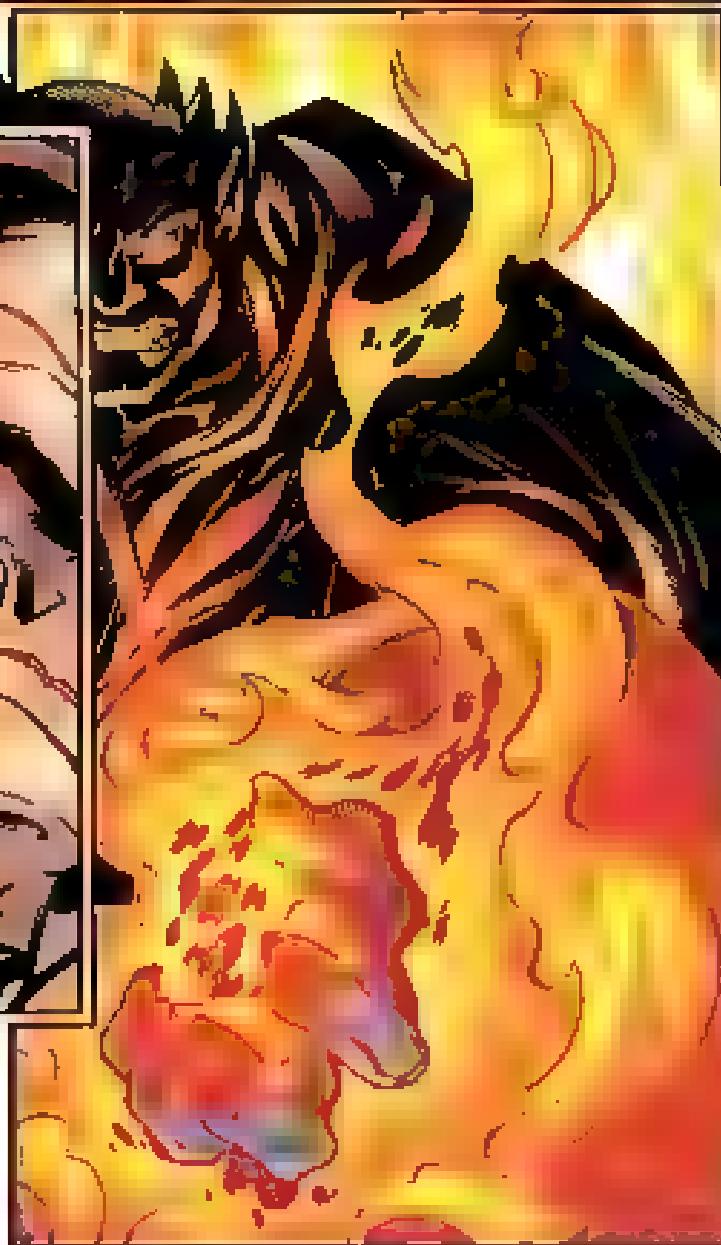
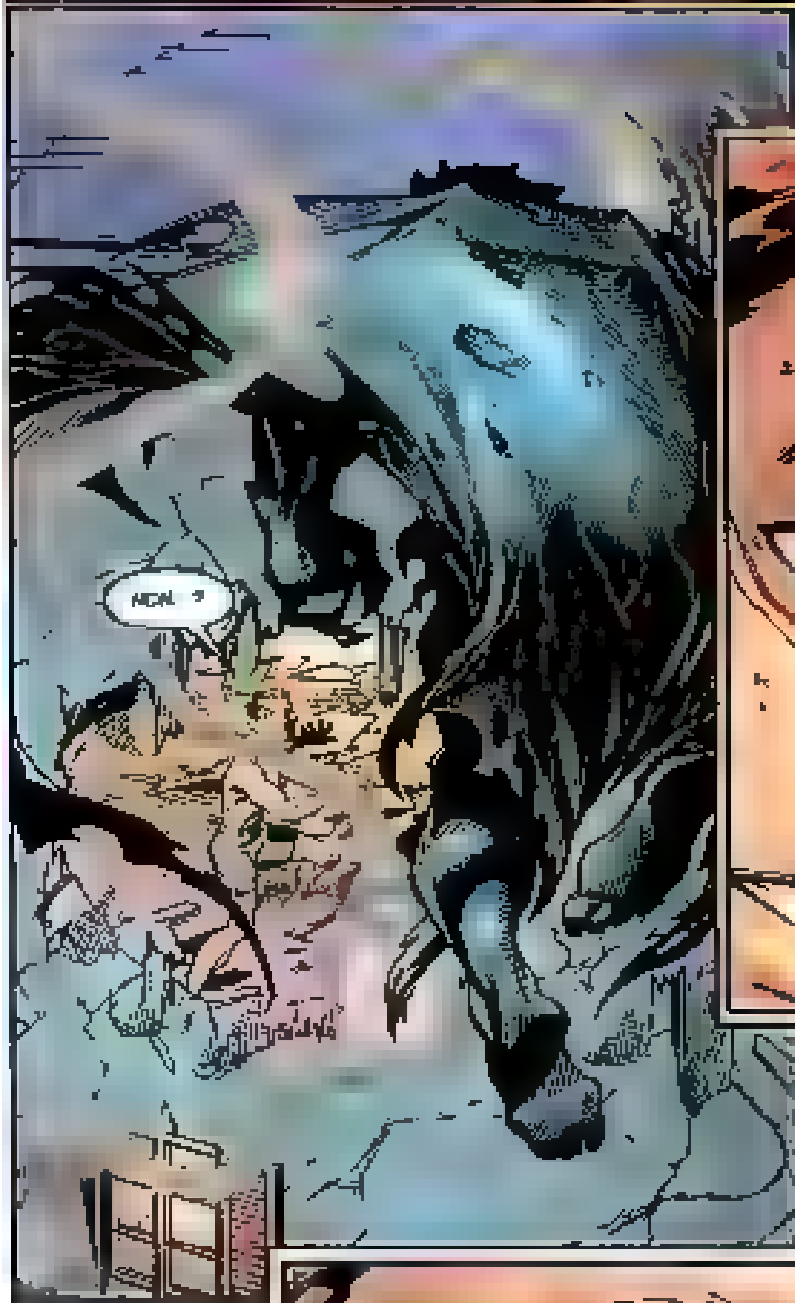
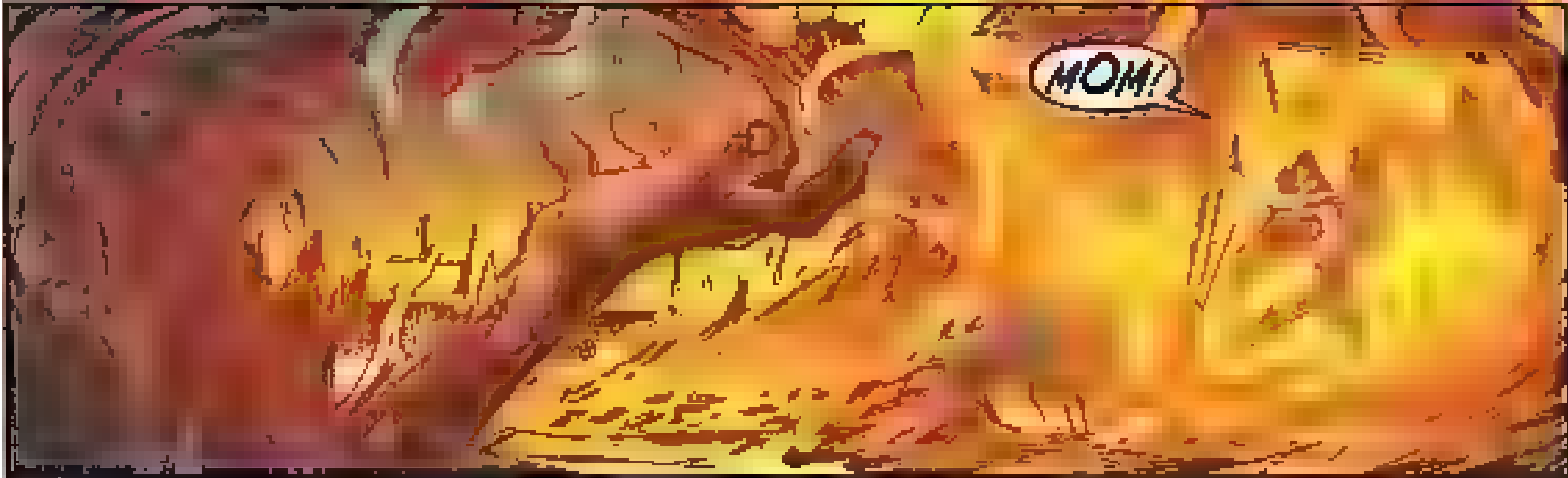


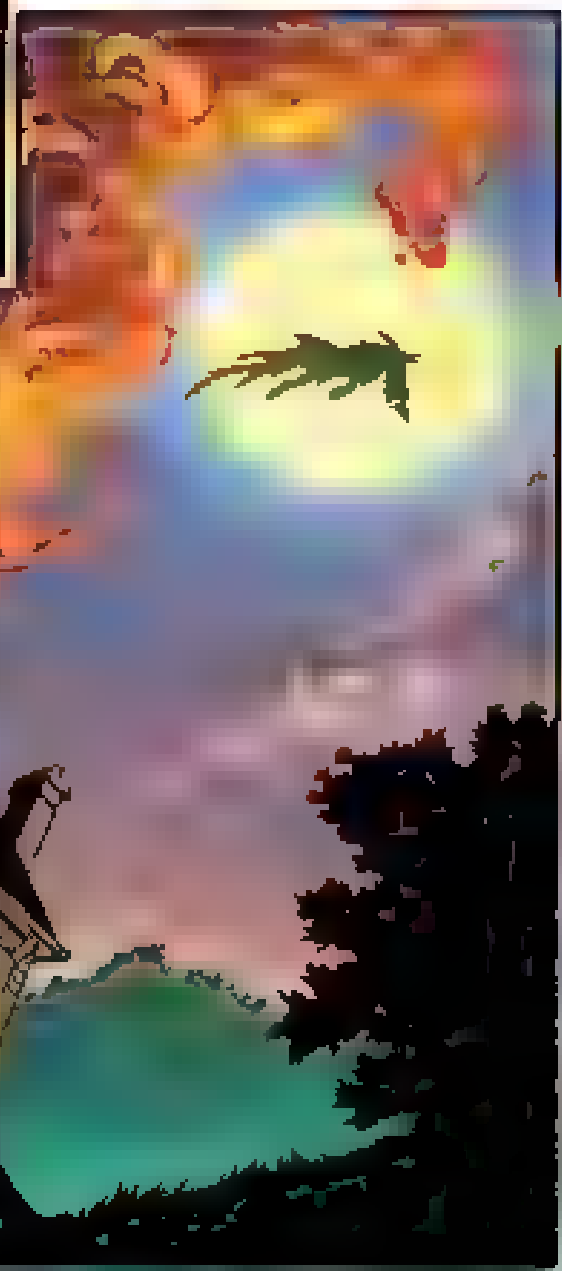


THE OSBORN MANSION:  
HARRY OSBORN'S BEDROOM.

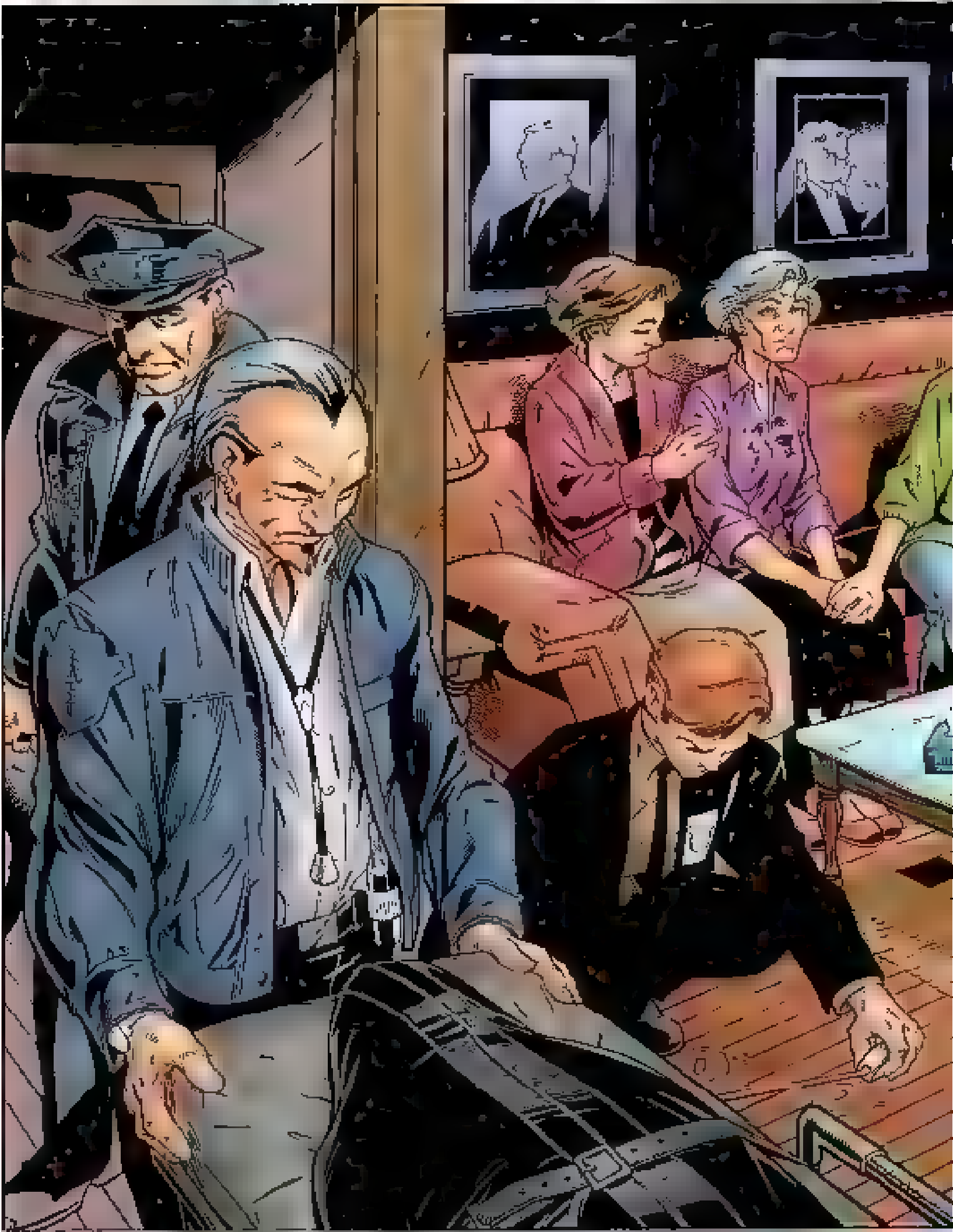
















VOL TWO  
WILL STAY WITH US  
TONIGHT

WHAT ARE  
WE GOING TO  
DO, PETER?  
OH,  
NO!

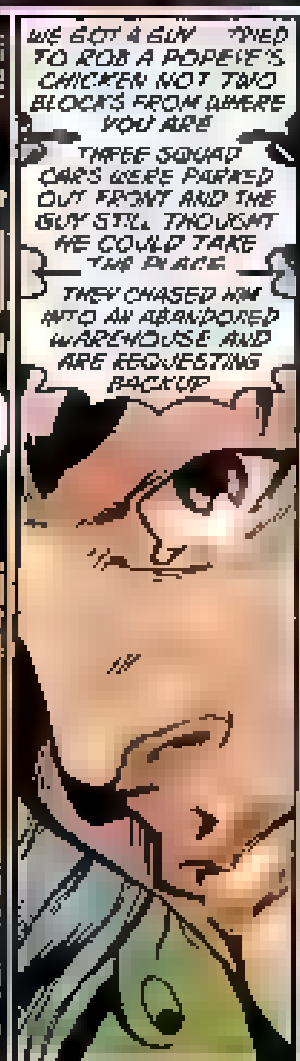
UNITS  
RESPOND  
TO A 3RD AT  
STEELE AND  
9TH



COPY,  
DISPATCH.

DO YOU  
GUYS HAVE  
ANY SPARE CARS  
OVER THERE  
WE HAVE A  
3RD

WE'RE  
ALMOST  
DONE HERE  
WHAT'S  
JOP?



WE GOT A GUY TRIED  
TO ROB A POPEYE'S  
CHICKEN NOT TWO  
BLOCKS FROM WHERE  
YOU ARE

THREE SQUAD  
CARS WERE PARKED  
OUT FRONT AND THE  
GUY STILL THOUGHT  
HE COULD TAKE  
THE PRIZE

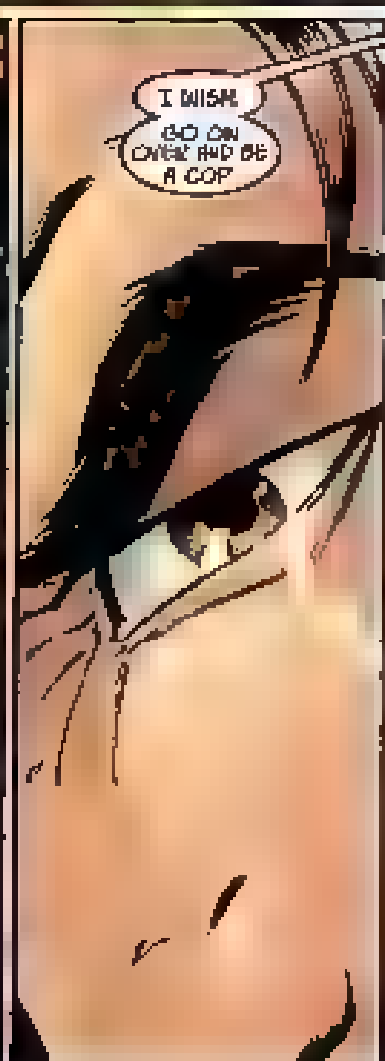
THEY CHASED HIM  
INTO AN ABANDONED  
WAREHOUSE AND  
ARE REQUESTING  
BACKUP



MAN, THE IDIOT BRIGADE  
IS OUT IN FULL FORCE  
TONIGHT. YEAH, WE'LL  
SEND CAR 444 OVER  
NOW. OVER

OVER

A FOOT CHASE?  
MAYBE THE SAME GUY  
WHO PERPETRATED  
THIS WARNING



I WISH  
YOU COULD  
OVER AND BE  
A COP



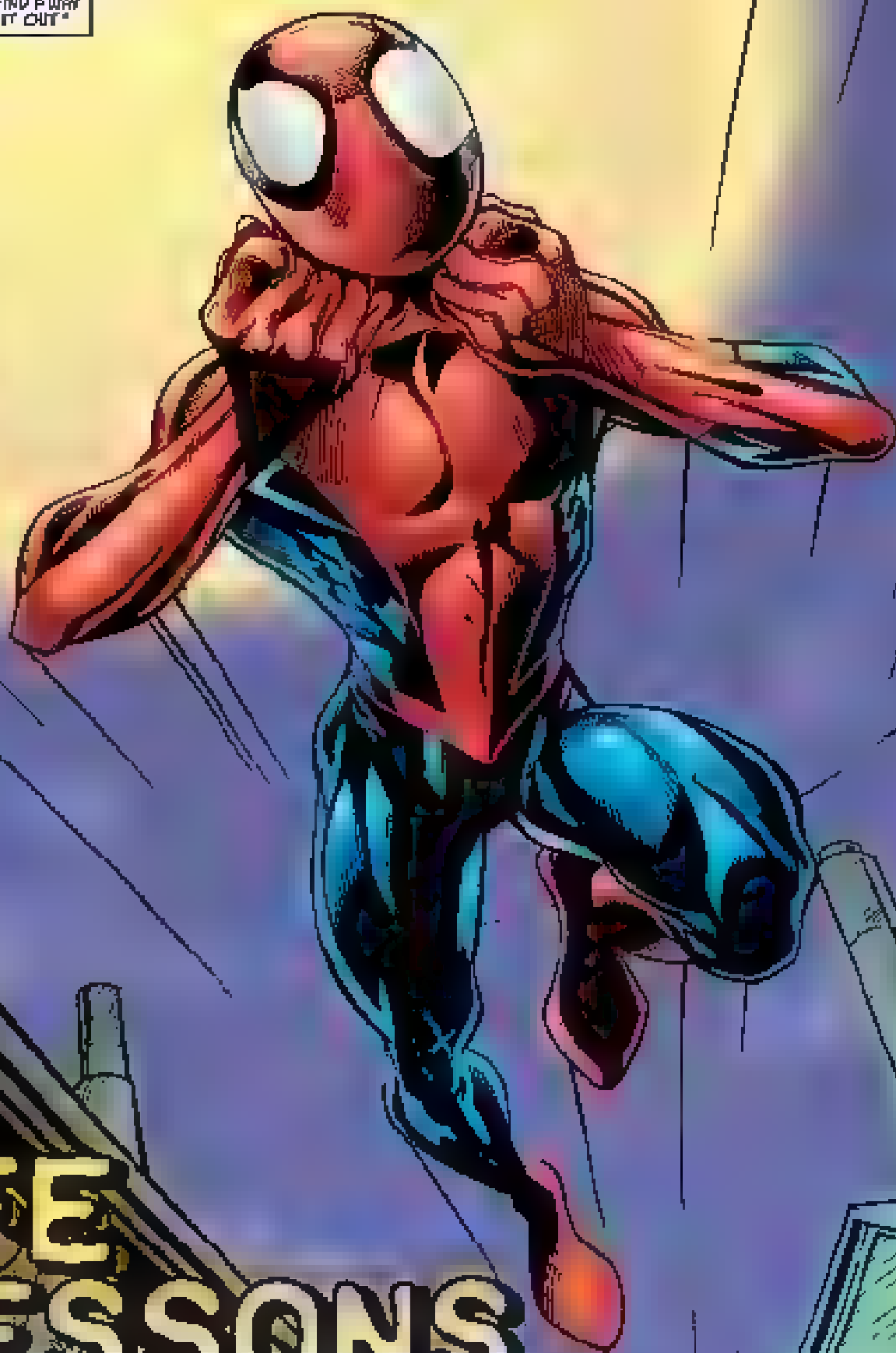
PETER?  
PETER!



OH,  
IT'S OKAY  
MAM

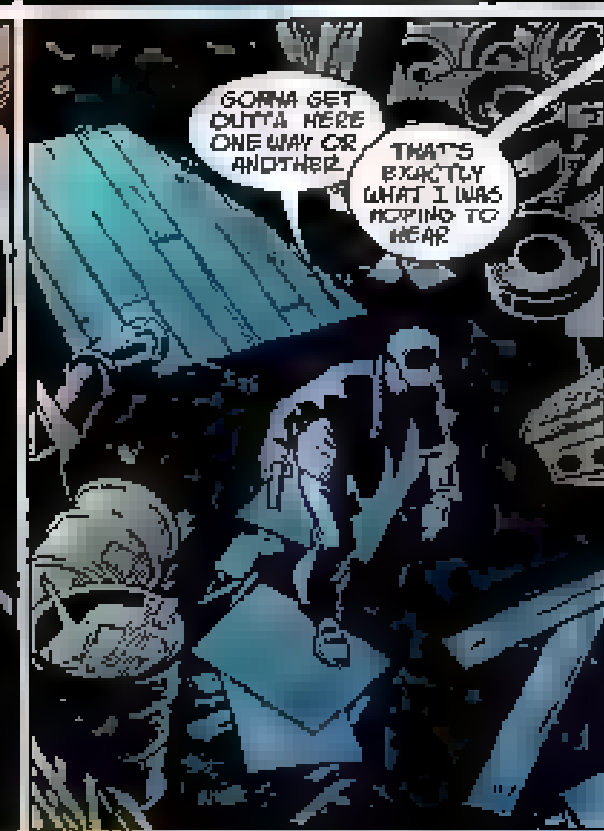
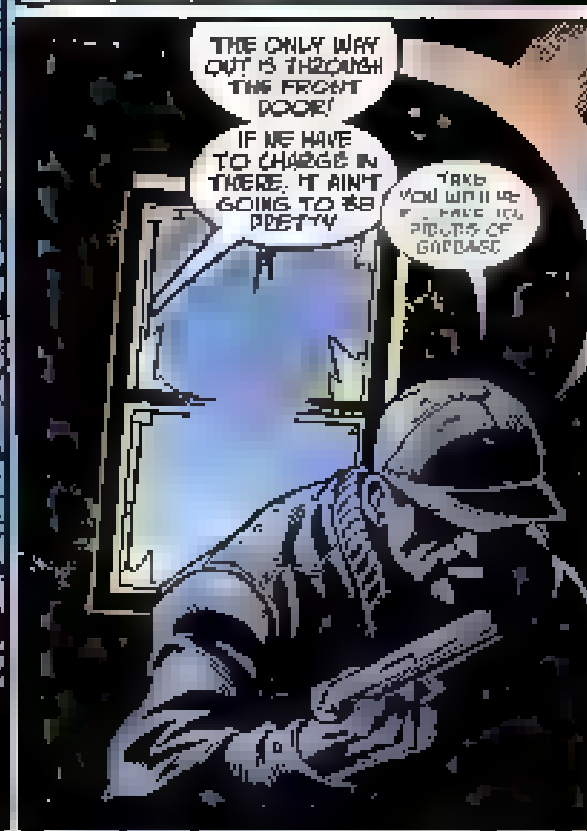
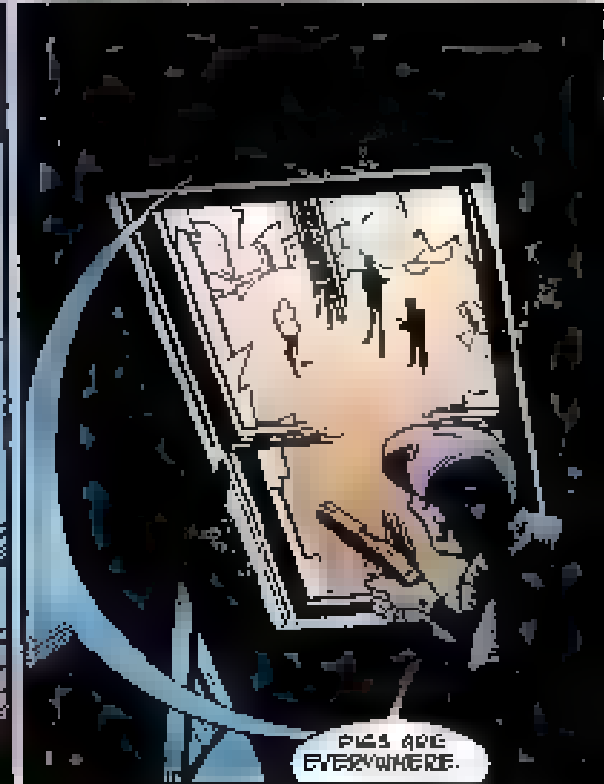
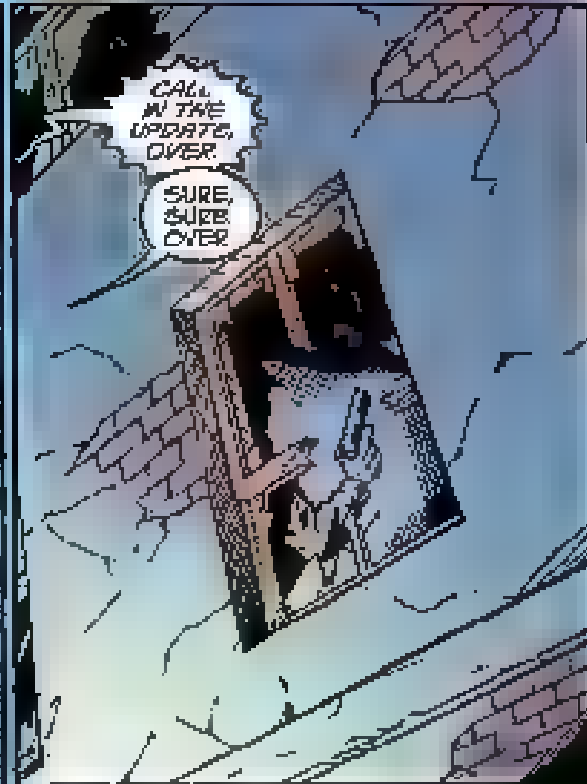
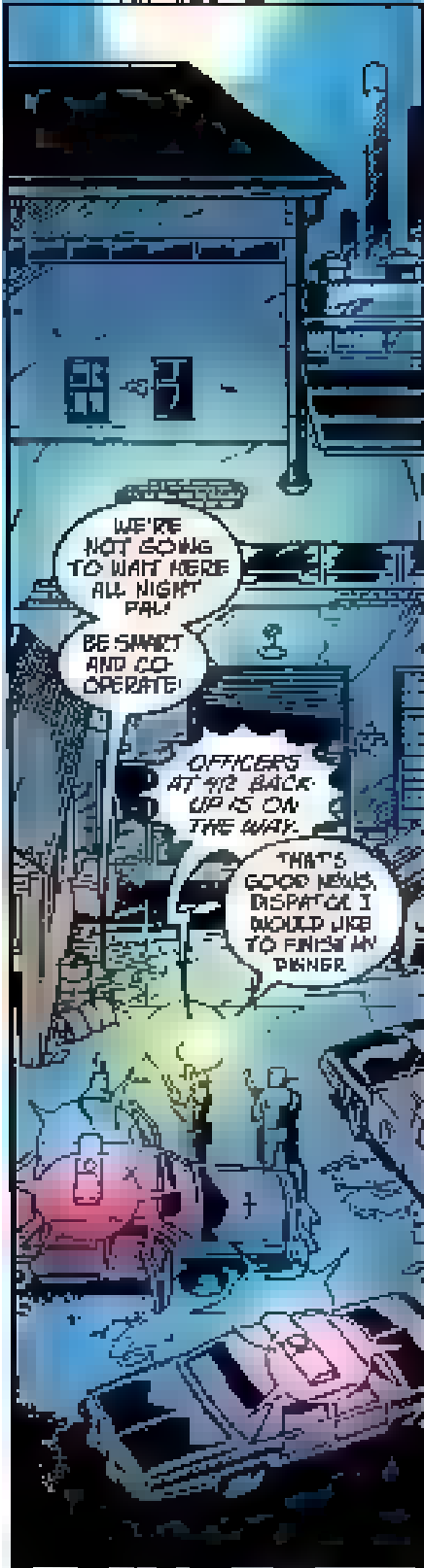
KIDS TAKE  
THESE THINGS THE  
HARDEST

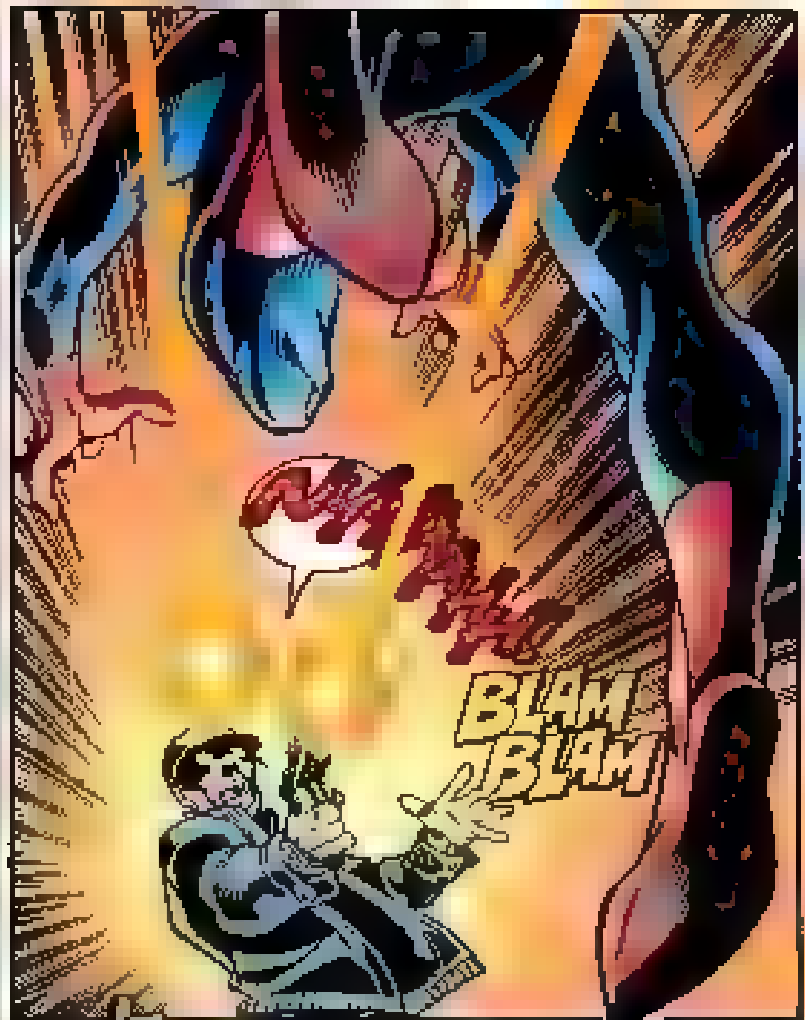
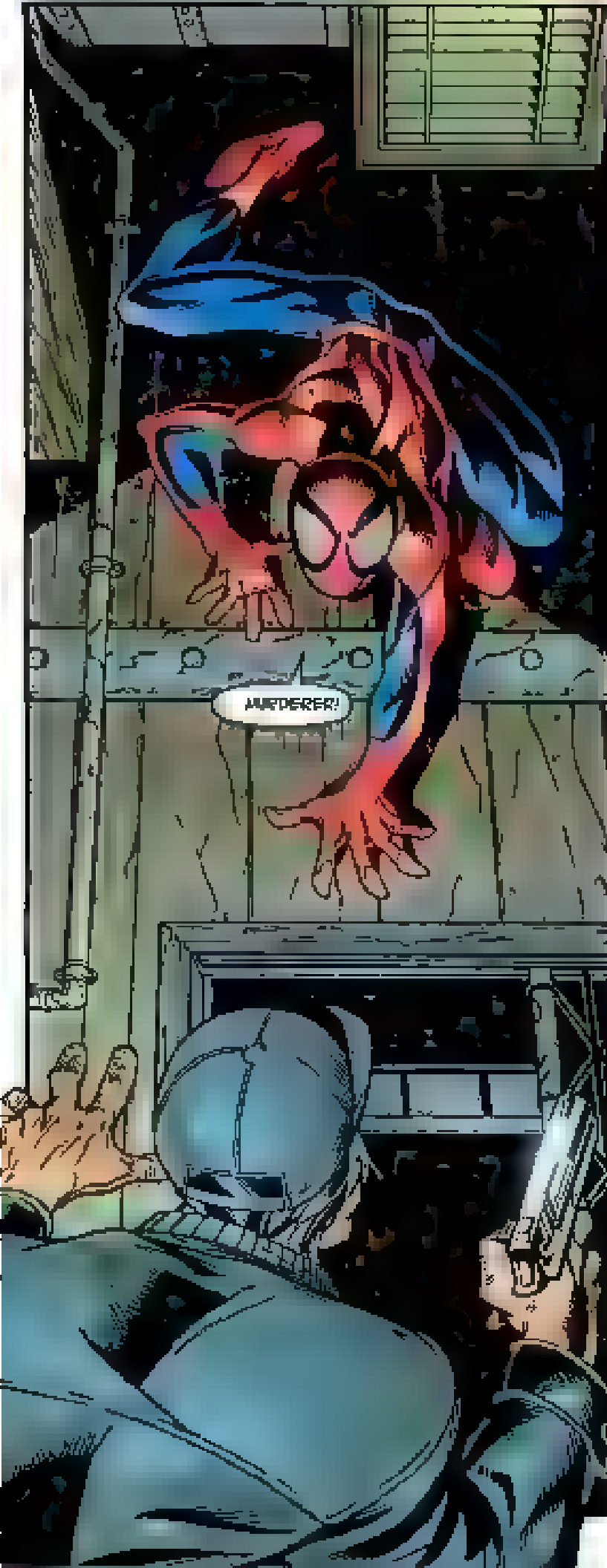
"THE KID'S JUST  
GOT TO FIND A WAY  
TO GET IT OUT"



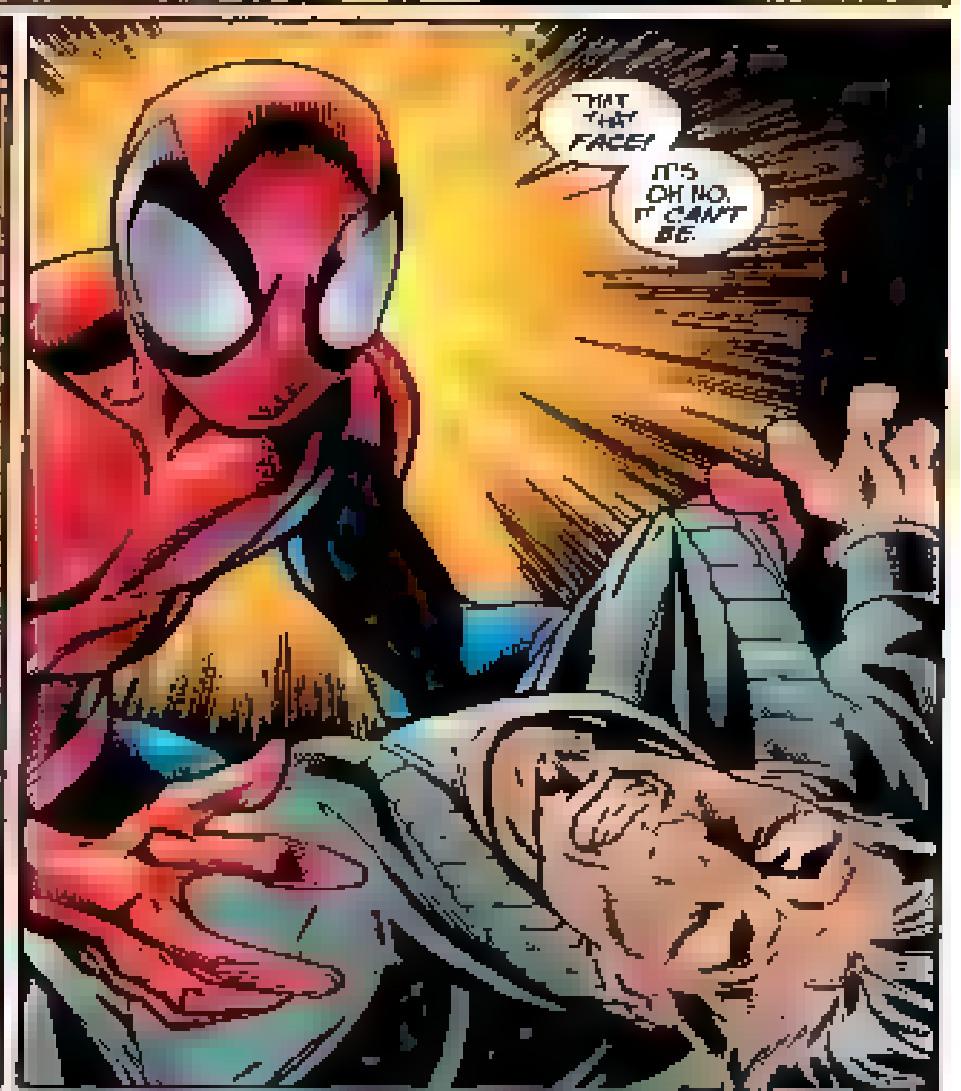
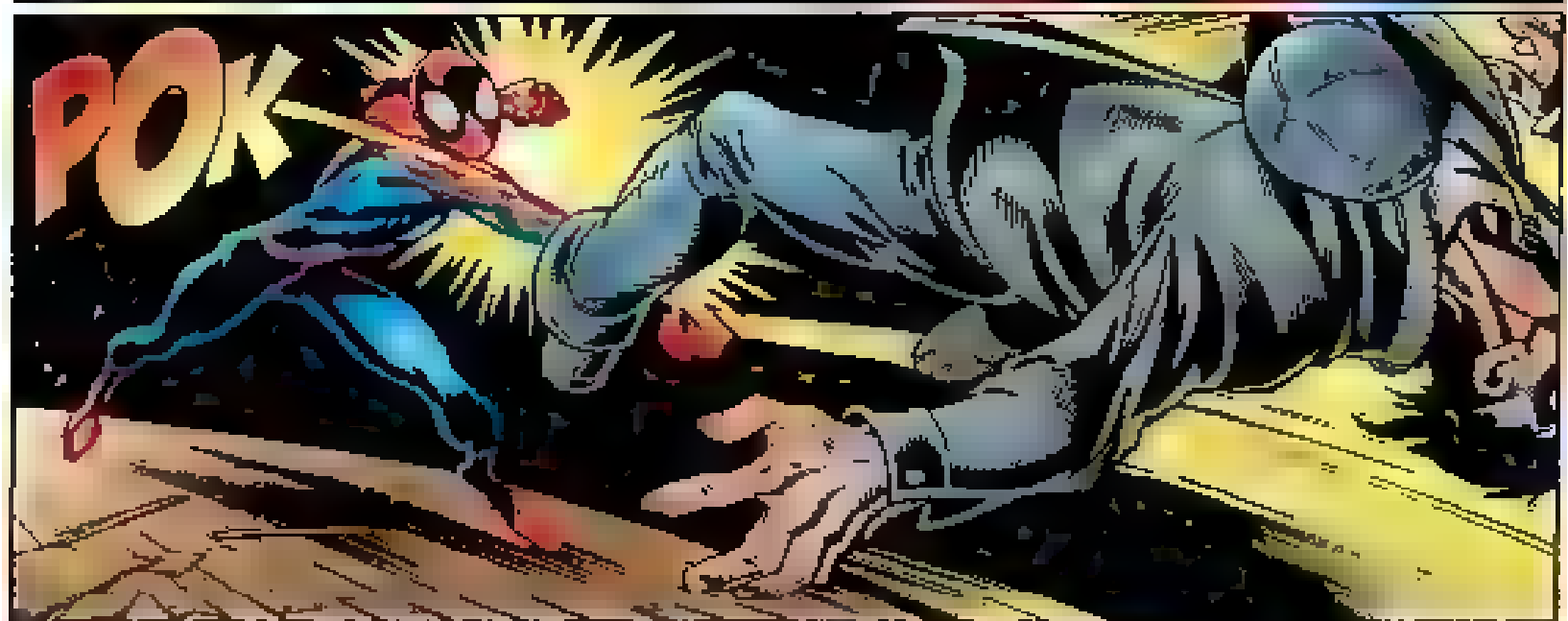
# LIFE LESSONS

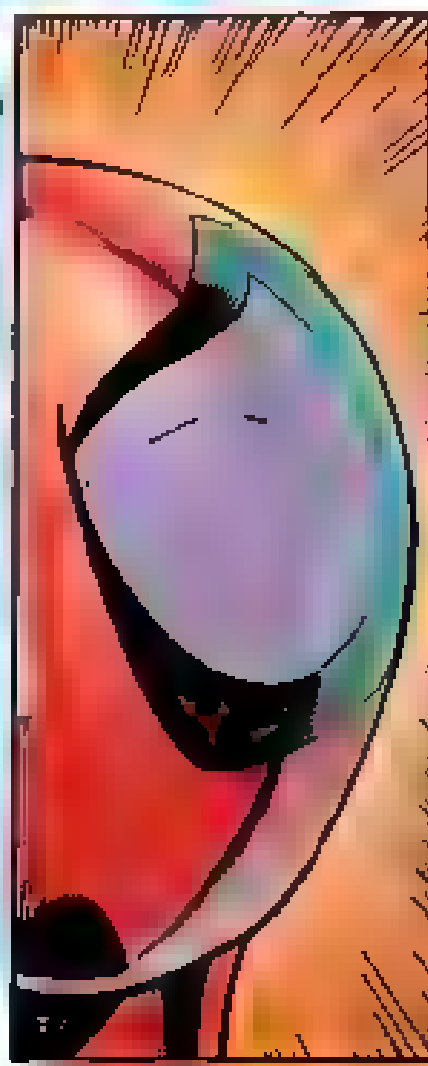
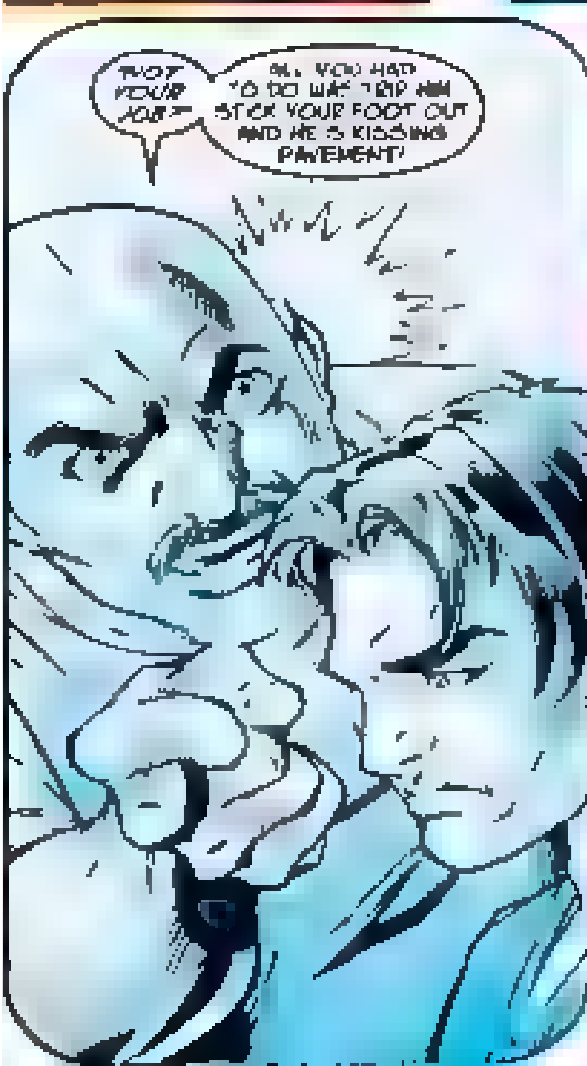


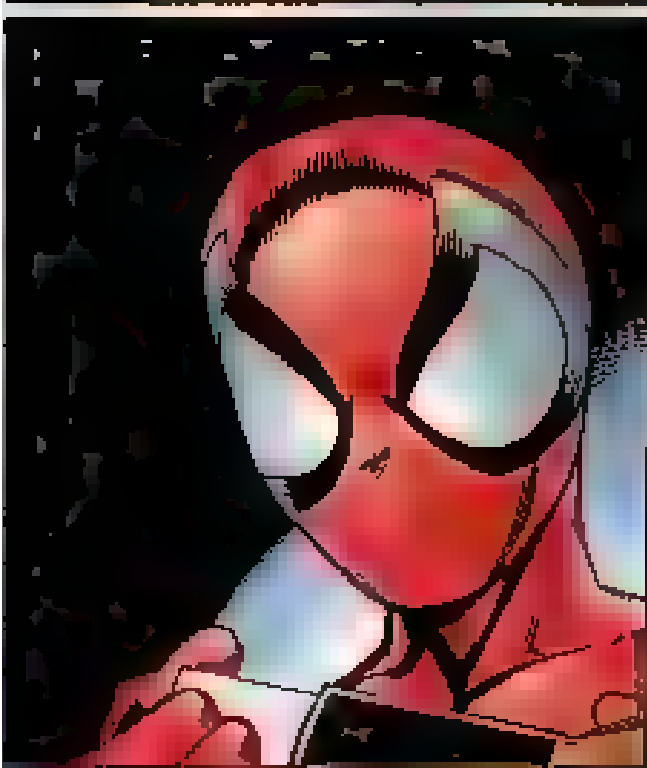
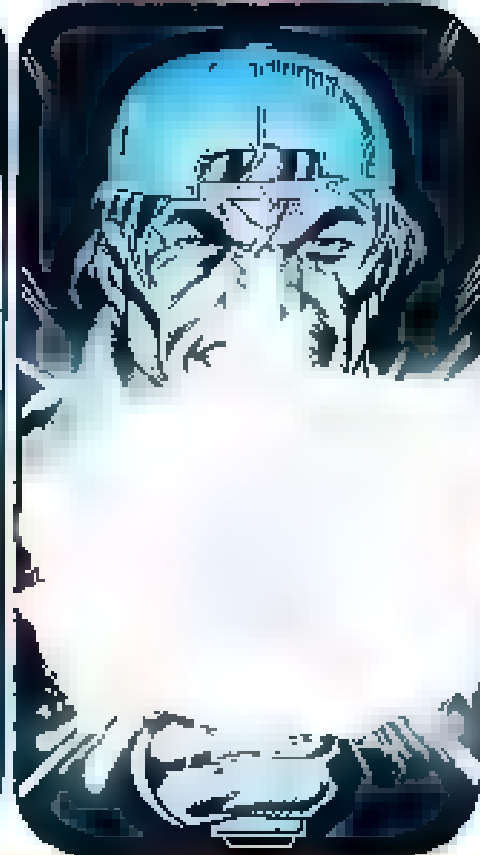


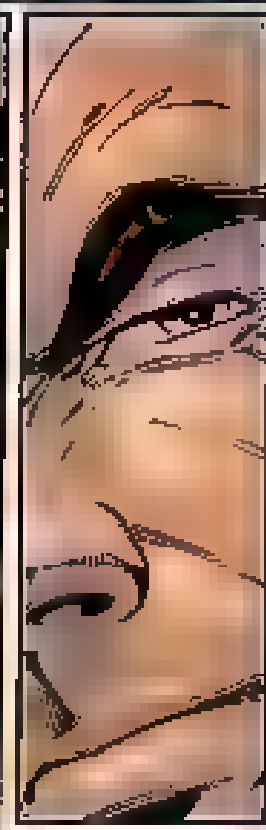
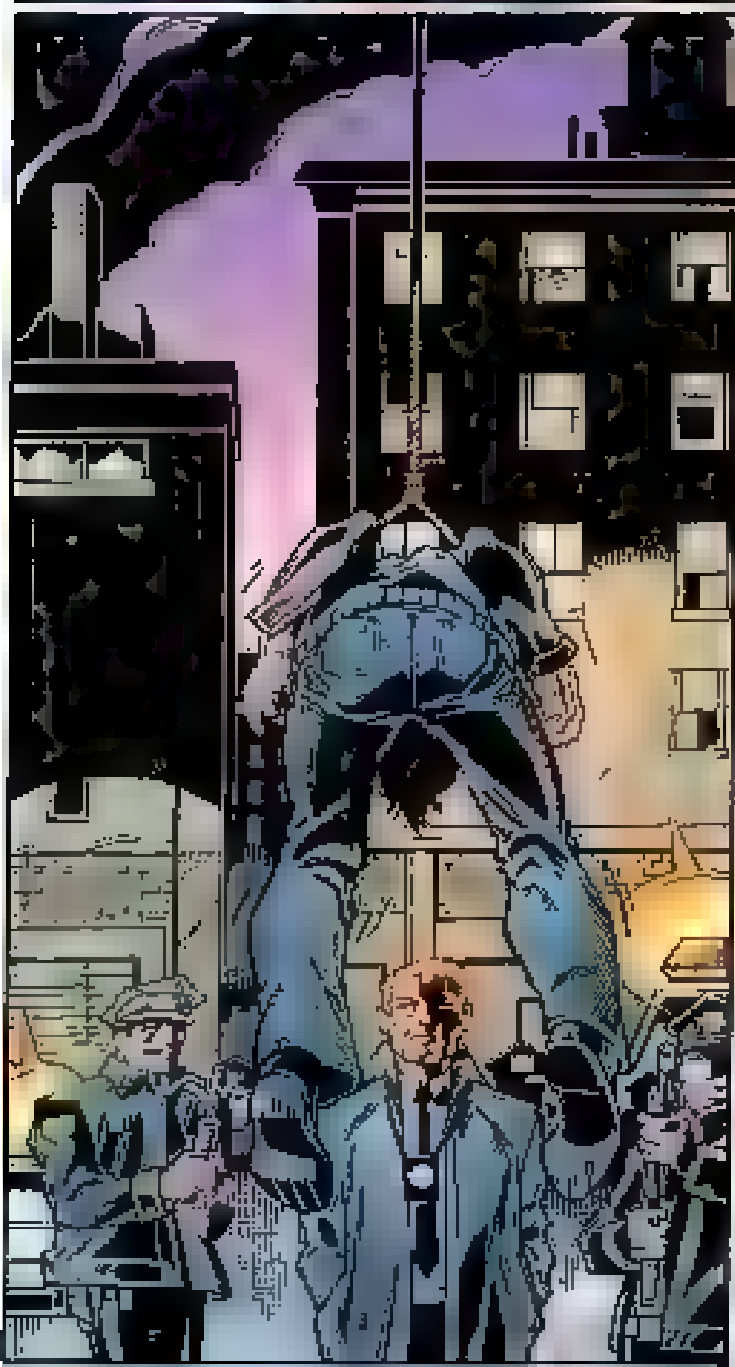




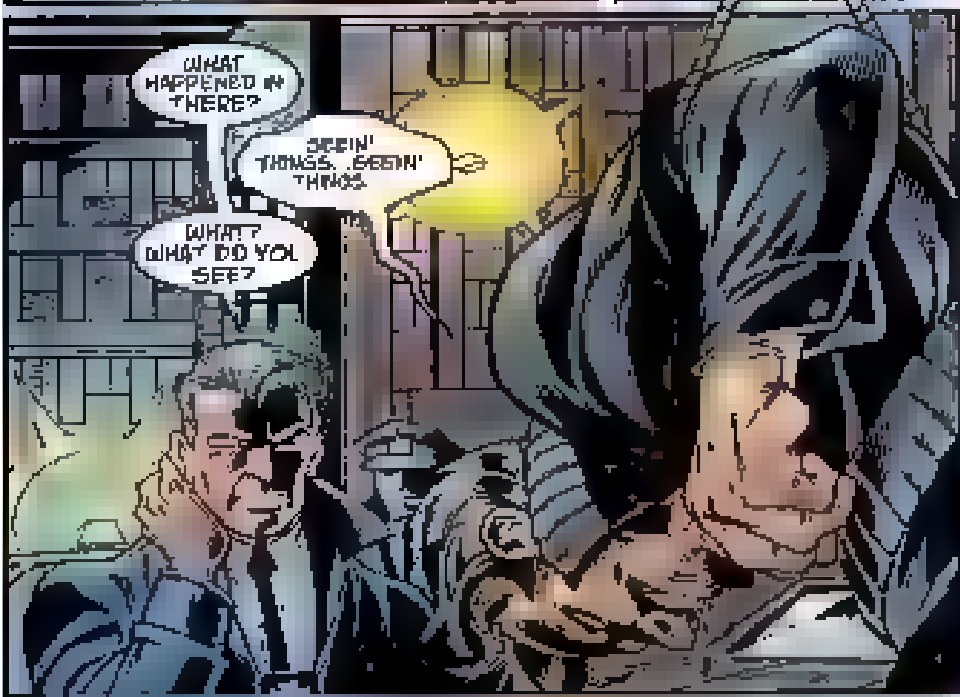
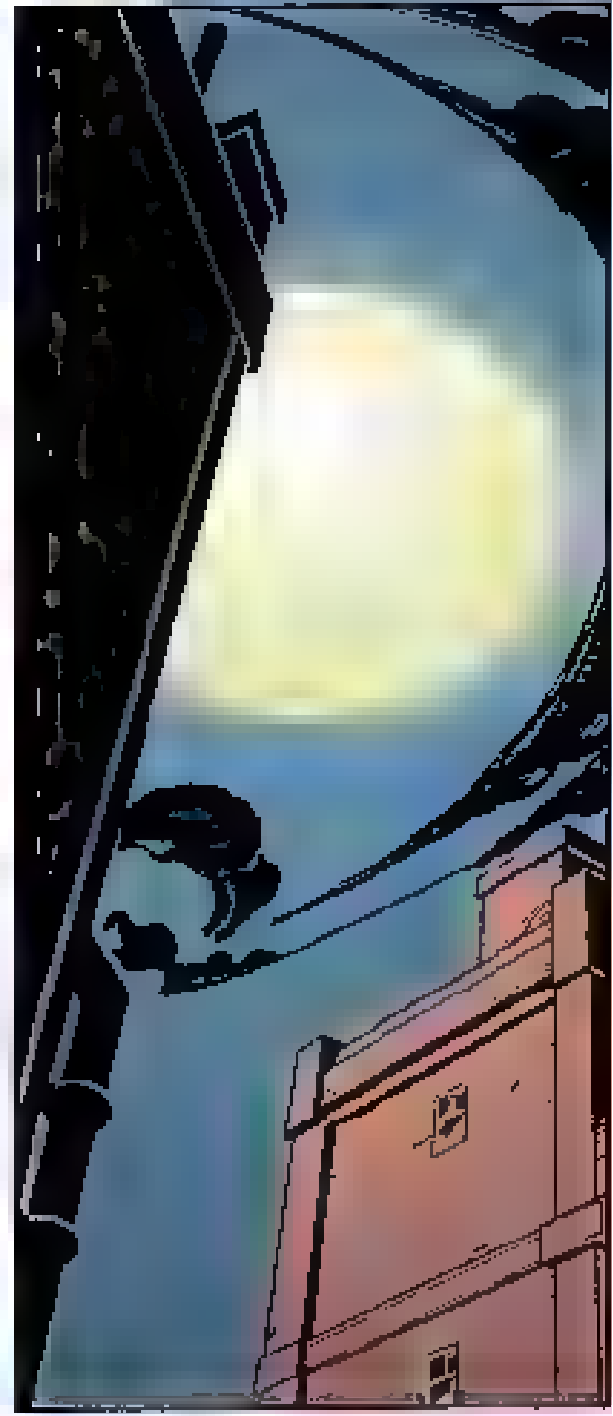
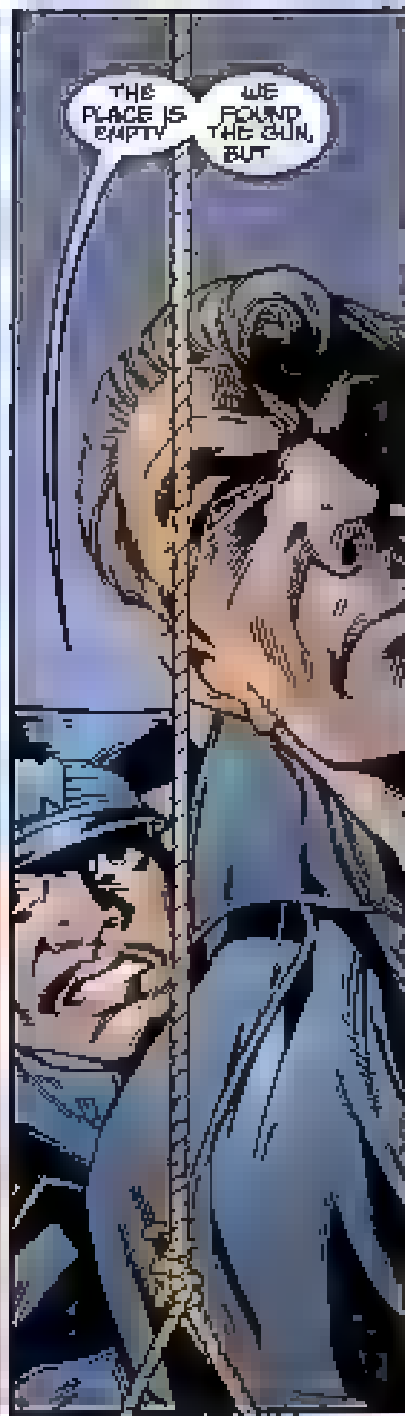
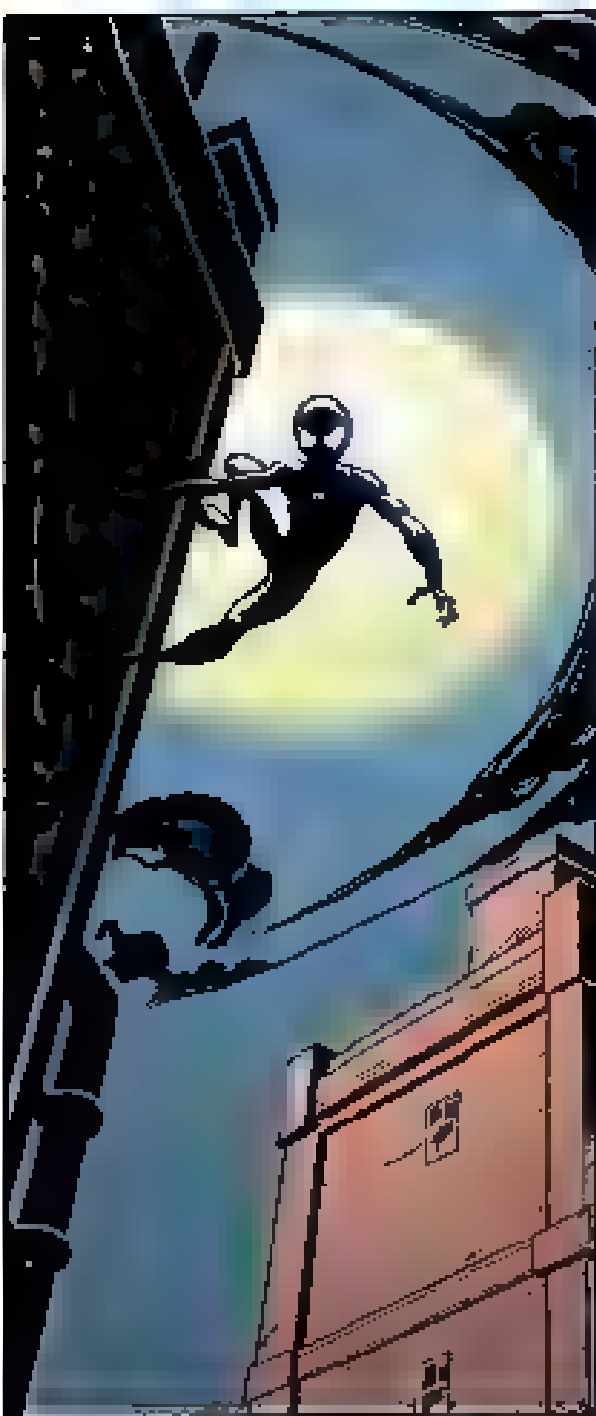






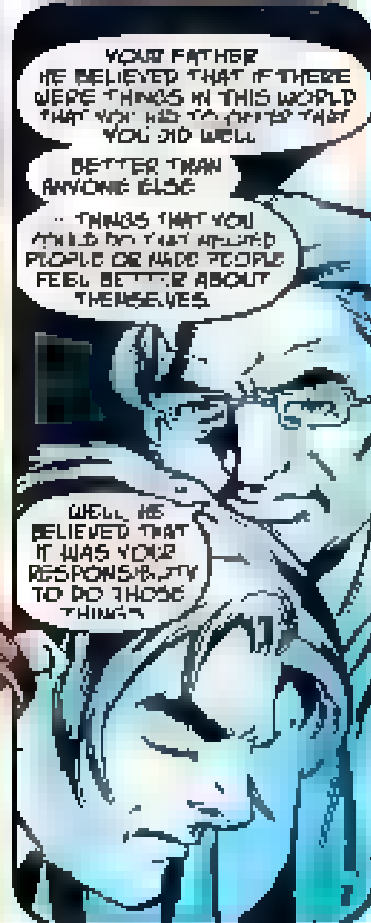








YOU  
TOLD  
ME  
  
YOU  
TOLD  
ME



YOUR FATHER  
HE BELIEVED THAT IF THERE  
WERE THINGS IN THIS WORLD  
THAT YOU HAD TO FIX THAT  
YOU DID WELL

BETTER THAN  
ANYONE ELSE

... THINGS THAT YOU  
FIXED FOR THAT HELPED  
PEOPLE OR MADE PEOPLE  
FEEL BETTER ABOUT  
THEMSELVES

WELL, HE  
BELIEVED THAT  
IT WAS YOUR  
RESPONSIBILITY  
TO DO THOSE  
THINGS



WHY  
DIDN'T YOU  
STOP HIM?

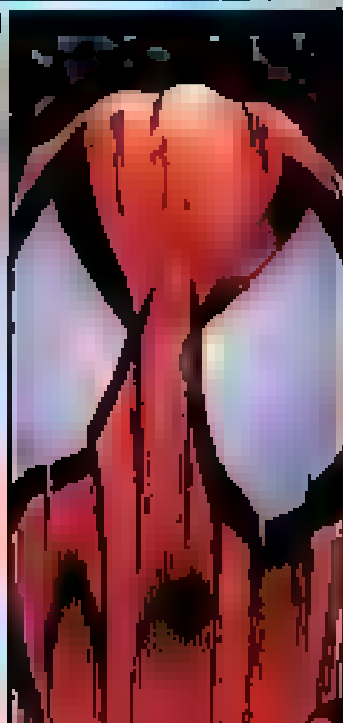
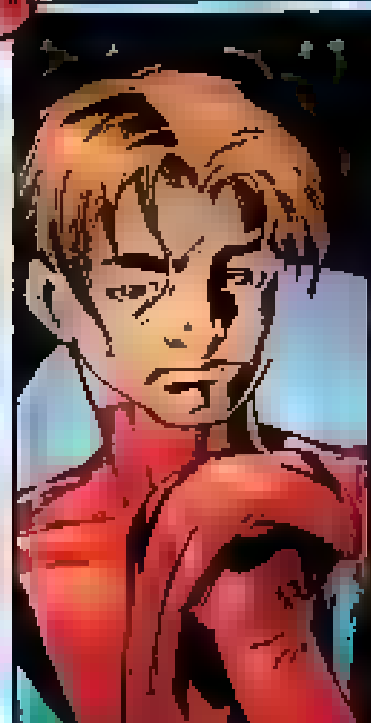
NOT MY  
JOB



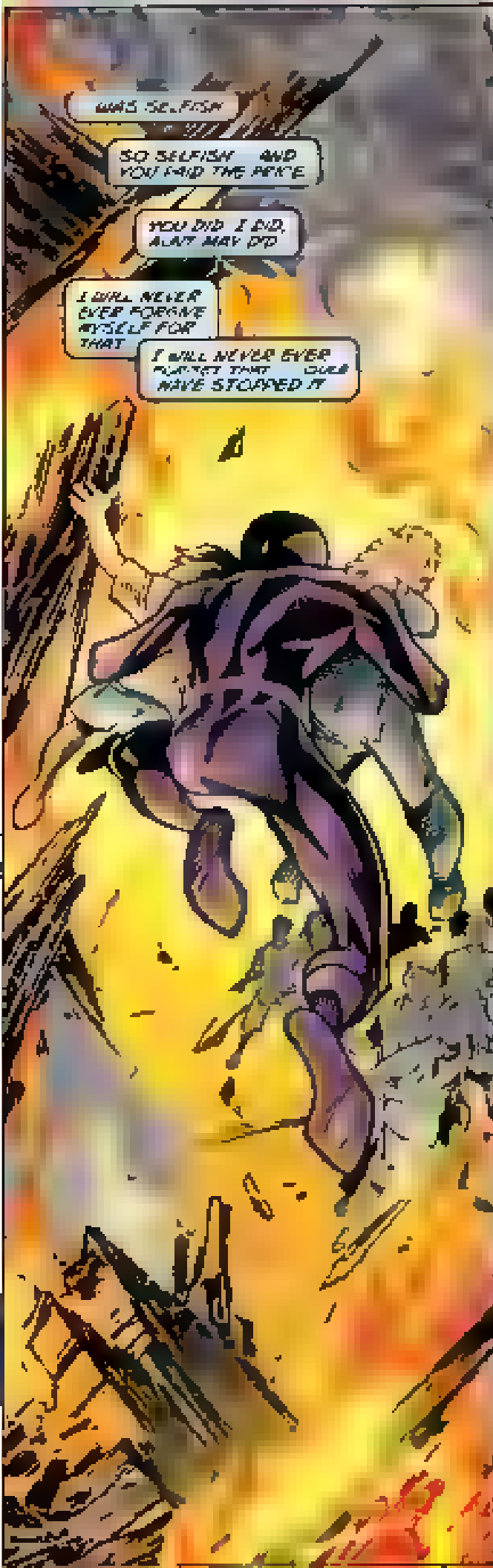
GREAT THINGS  
ARE GOING TO HAPPEN  
TO YOU IN YOUR LIFE,  
PETER

GREAT THINGS

AND WITH  
THAT WILL COME GREAT  
RESPONSIBILITY  
DO YOU  
UNDERSTAND?



I DO  
NOW



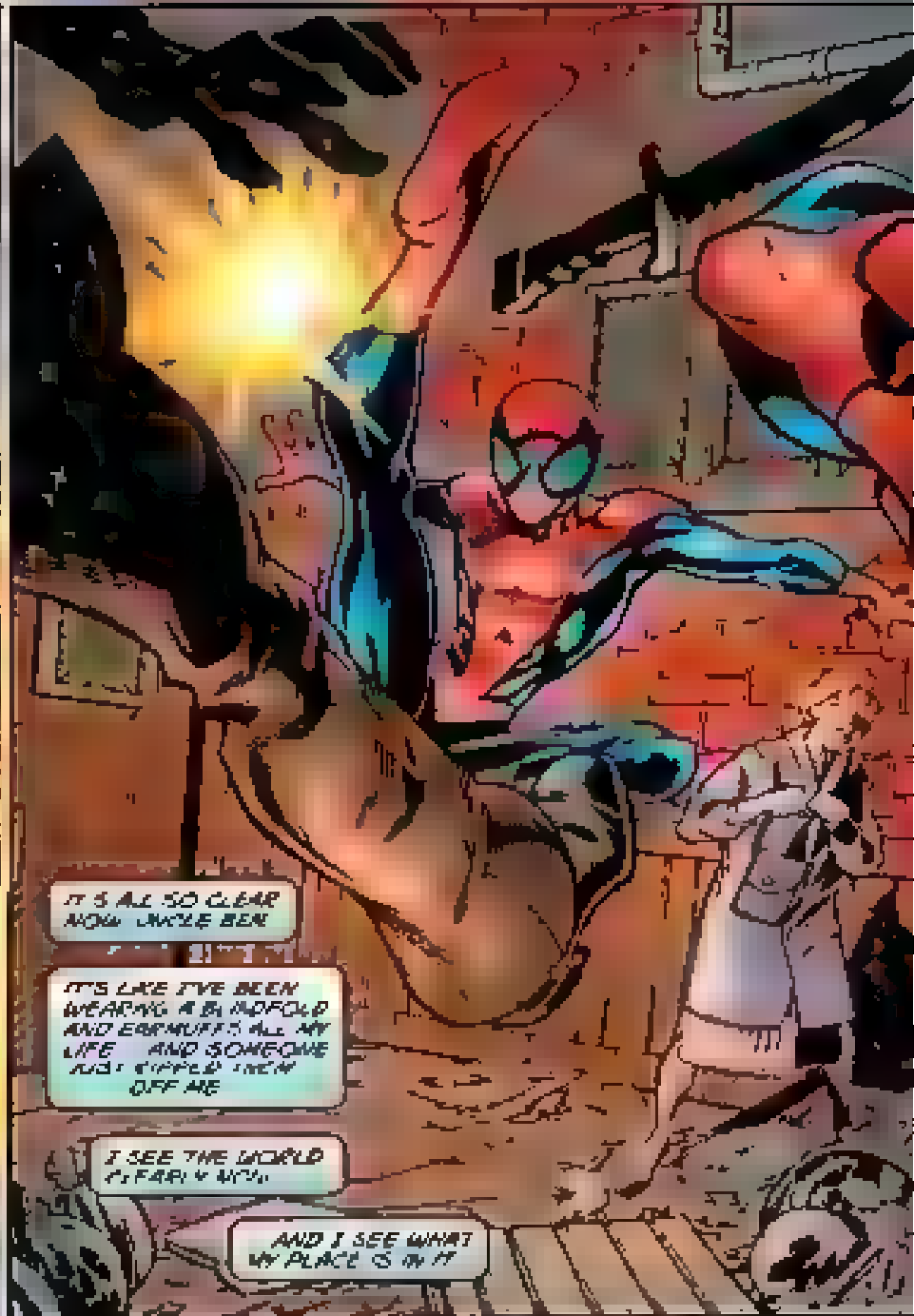
WAS SELFISH

SO SELFISH AND  
YOU PAID THE PRICE

YOU DID I DID,  
AUNT MAY DID

I WILL NEVER  
EVER FORGIVE  
MYSELF FOR  
THAT

I WILL NEVER EVER  
FORGET THAT **GUYS**  
HAVE STOPPED IT

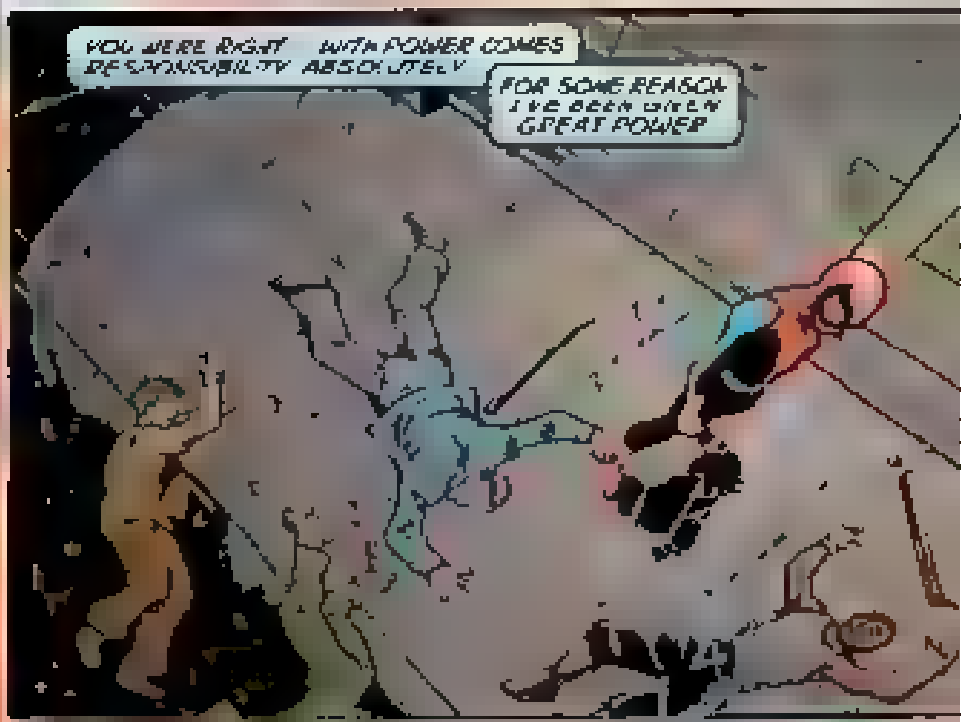


IT'S ALL SO CLEAR  
NOW UNCLE BEN

IT'S LIKE I'VE BEEN  
WEARING A BLINDFOLD  
AND EARMUFFS ALL MY  
LIFE AND SOMEONE  
JUST RIPPED THEM  
OFF ME

I SEE THE WORLD  
FEARFULLY NOW

AND I SEE WHAT  
MY PLACE IS IN IT



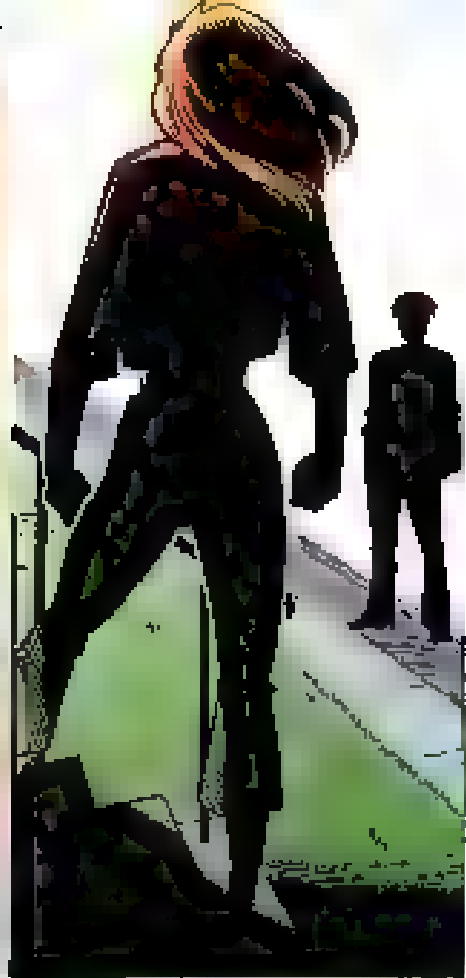
YOU WERE RIGHT WITH POWER COMES  
RESPONSIBILITY ABSOLUTELY

FOR SOME REASON  
I'VE BEEN GIVEN  
GREAT POWER



AND WITH GREAT  
POWER THEN MUST  
COME GREAT  
RESPONSIBILITY.

I WILL NEVER LET  
YOU DOWN AGAIN.  
UNCLE BEN!



HOW YOU DOING?



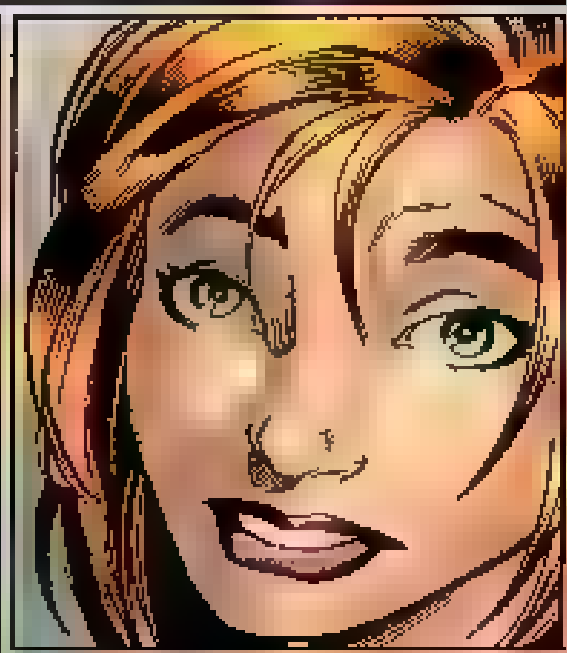
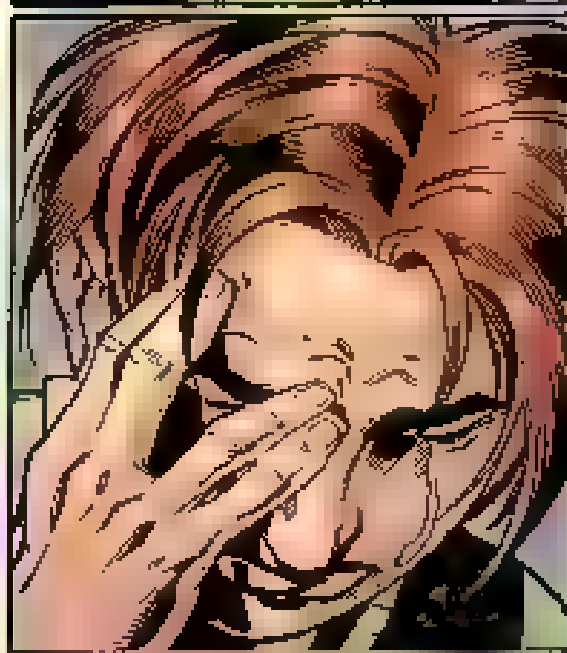
I JHL  
I DON'T KNOW.

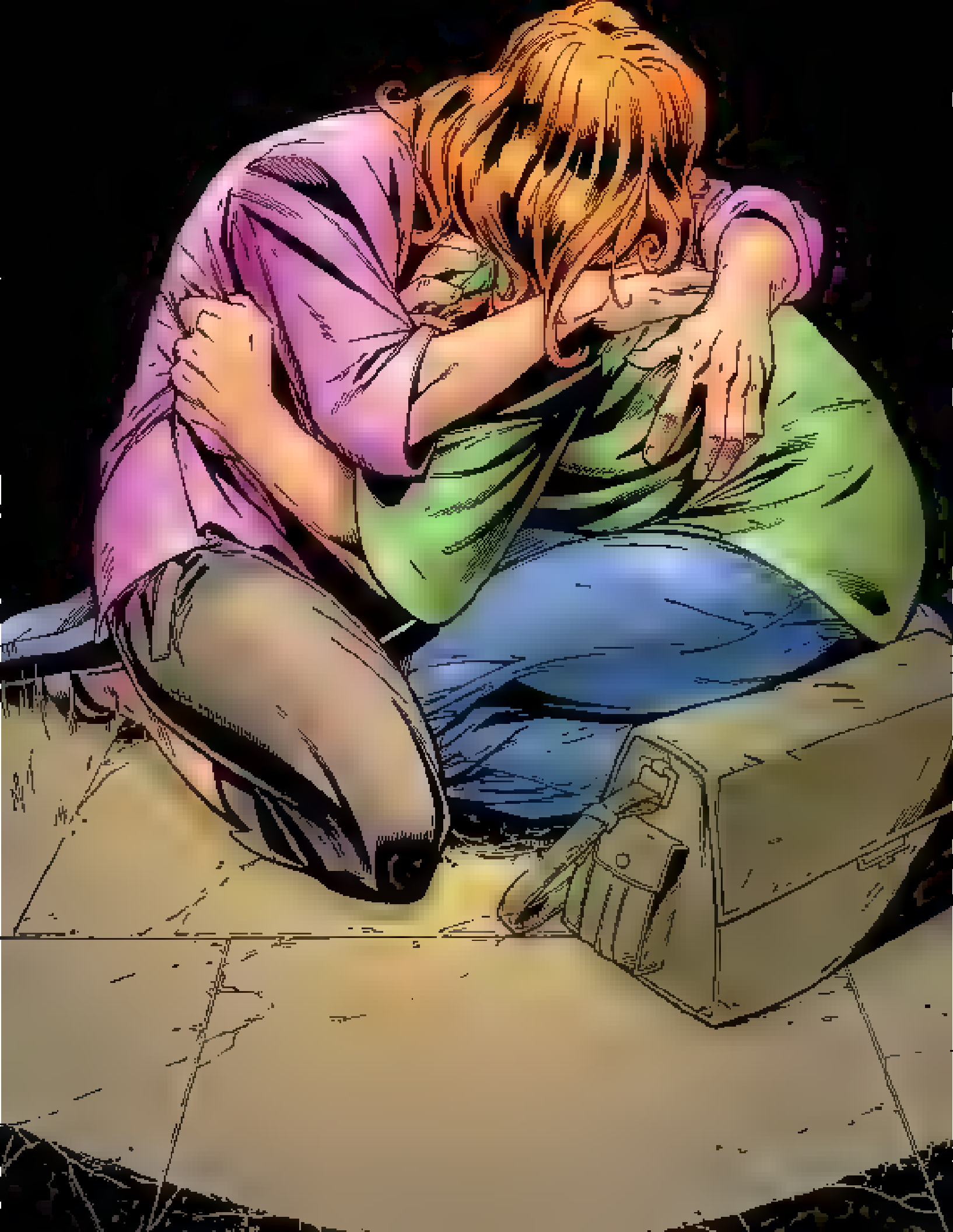
YOUR AUNT  
IS STAYING  
WITH US.

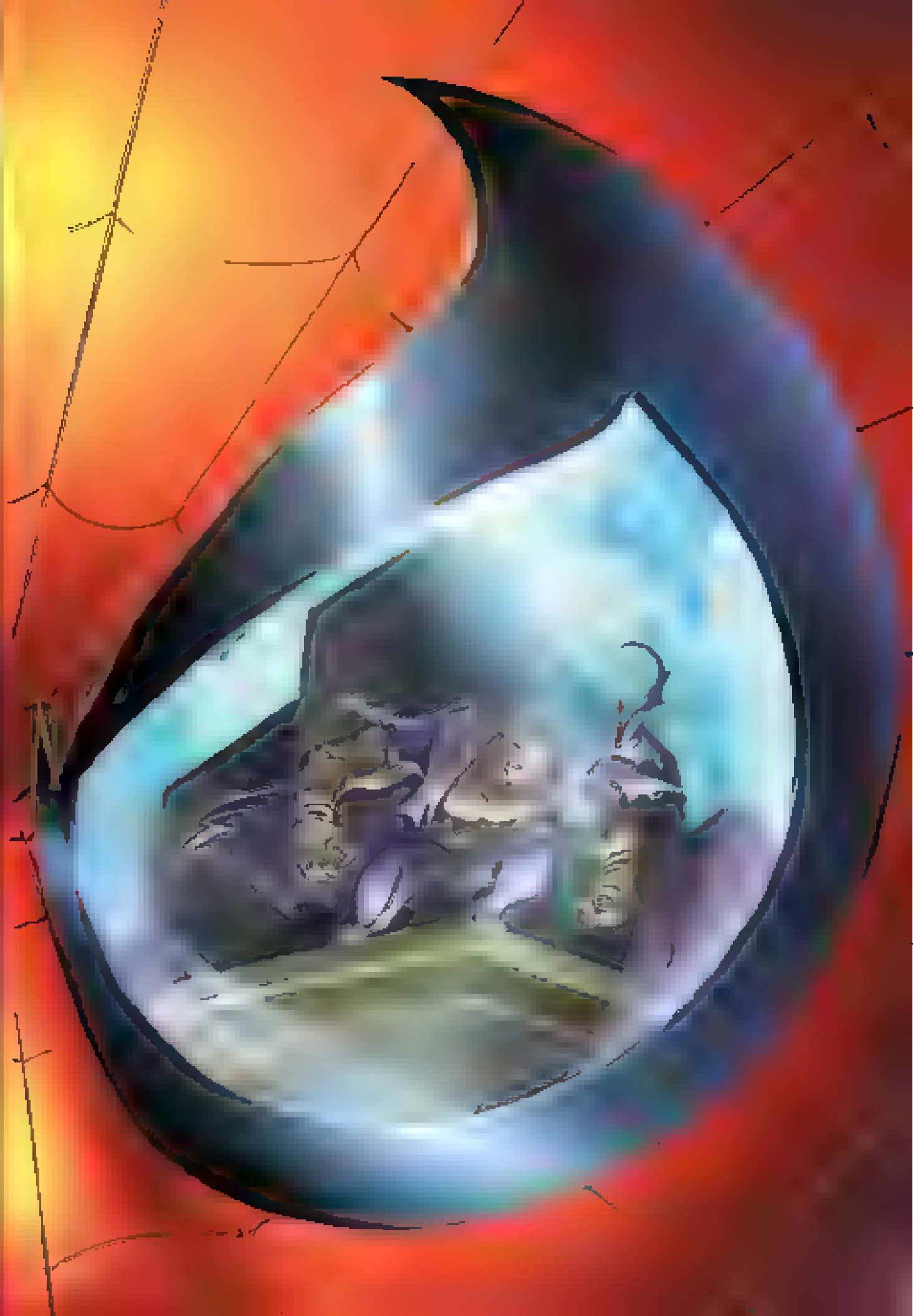
GOOD

THEY ASKED ME  
TO WAIT HERE FOR YOU.  
BRING YOU BACK TO OUR  
PLACE IF - YOU KNOW -  
IF YOU WANT

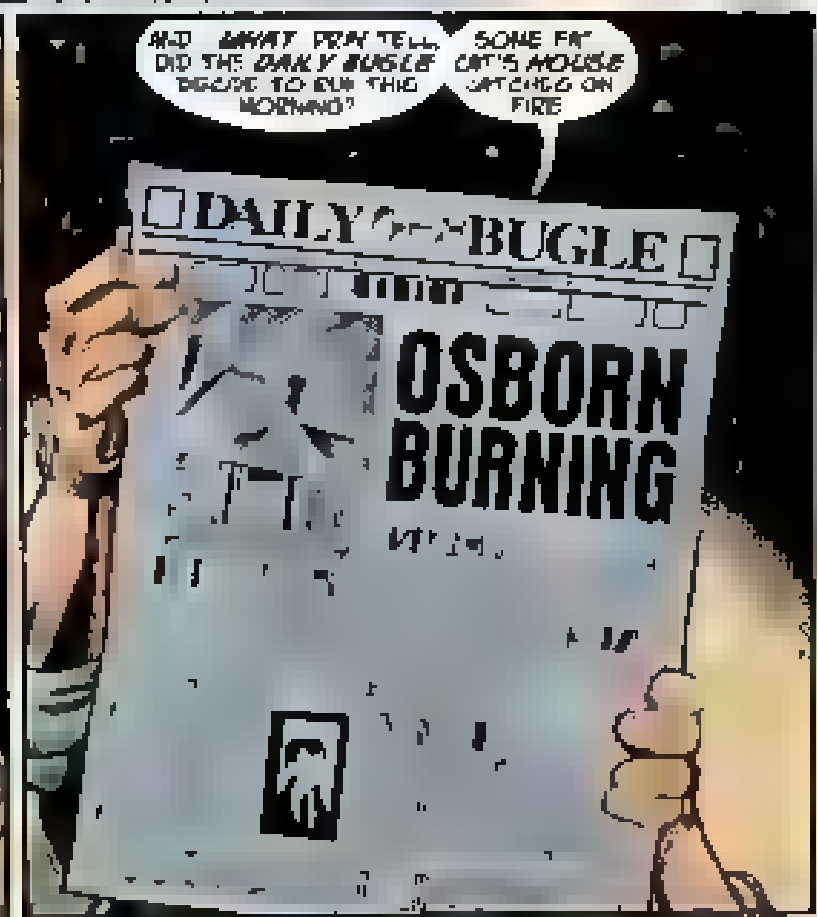
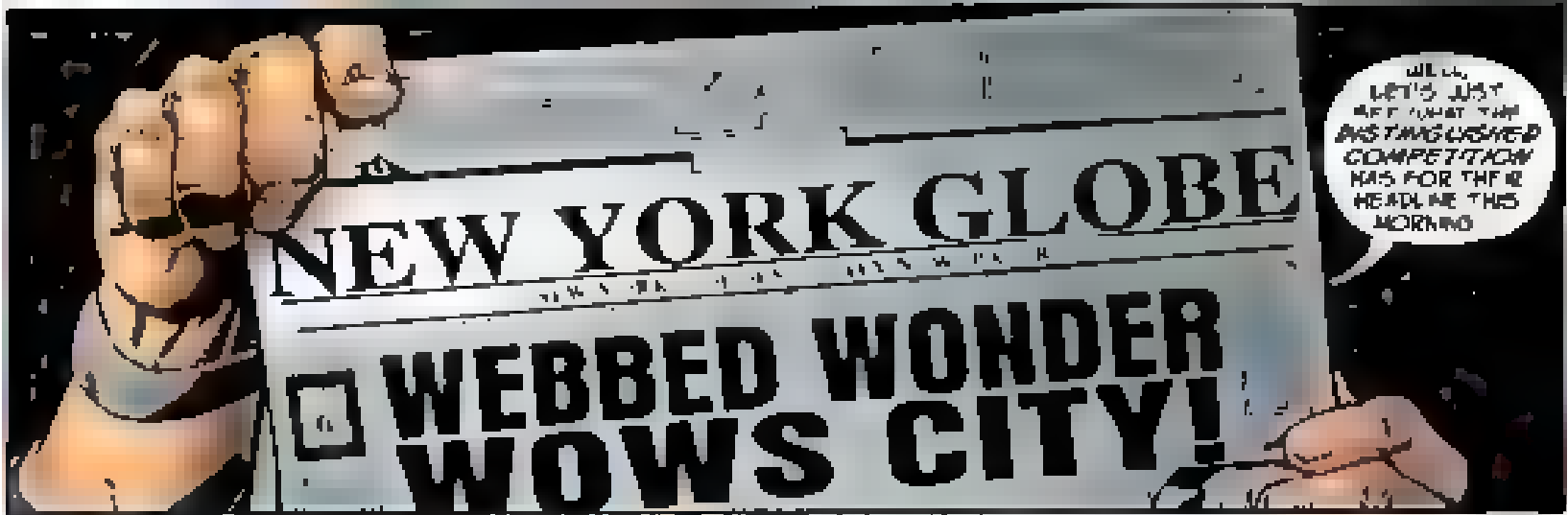
I WAS SO  
WORRIED.











# BIG TIME SUPER HERO!





THERE'S A GUY -

THERE'S A GUY OUT THERE DRESSING UP IN HIS UNDERWEAR - RUNNING AROUND TOWN CALLING HIMSELF A SPIDER-MAN

THAT IS FANTASTIC!

THAT IS WHAT SELLS NEWSPAPERS

I WANT TO KNOW HIS NAME

I WANT TO KNOW HIS BIRTH SIGN



I WANT TO KNOW IF THE STORIES OF HIS "WALL CRAWLING" ARE TRUE

HE CAN CRAWL WALLS?

IS HE A MUTANT? DID HE ROCKET TO EARTH FROM SOME DOOMED PLANET SOMEWHERE?

I WANT TO KNOW IF HE ACTUALLY HAS SOME KIND OF SUPER POWER OR IF HE'S JUST PULLING THE WOOL OVER EVERYONE'S SKILLELAGHS



I WANT TO FIND OUT IF THIS DICK IS THE SAME GUY AS THAT WEBSTLER

WHICH I WANT YOU TO GO TO THE STADIUM AND I WANT YOU TO DO A FOLLOW-UP ON THAT ROBBERY STORY

WHAT?

I HEARD THEY'RE ACCUSING THIS SPIDER-MAN OF BEING INVOLVED

I WANT TO KNOW IF IT'S BULL OR IF HE WAS INVOLVED WITH THE ROBBERY

AND IF DO

WHY THE SAME GUY IS GOING AROUND MAKIN' LIKE A BOY SCOUT IN HIS JAMIE'S



BUT JONAH, I'M WORKING ON

THE KINGSLEY CAN WAIT TO HAVE HIS BIG FAT BUTT HANDED TO HIM BY YOU ANOTHER DAY BEN

IF YOU HAVEN'T DUG ANYTHING UP ON THE MURDOCK CASE BY NOW, YOU PROBABLY AREN'T GOING TO

BUT

SET YOUR NAME ON A HEADLINE "STAR REPORTER" THAT'S WHAT I PAY YOU FOR



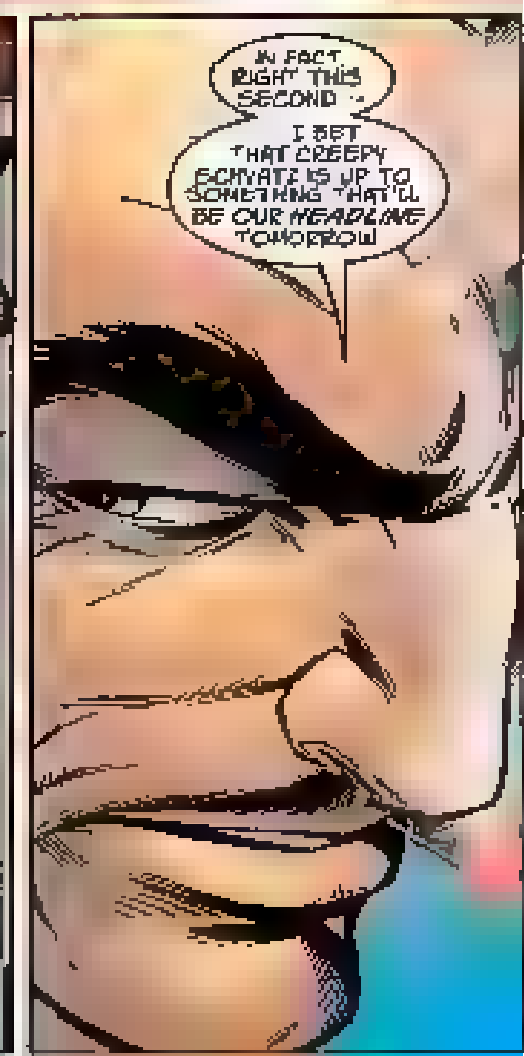
I WANT TO KNOW EVERYTHING THERE IS TO KNOW ABOUT SPIDER-MAN

I'M TELLING YOU I CAN! IT

THIS IS OUR NEW O.J.

NEED OR VILLAIN, CON ARTIST OR CROOK

PEOPLE WON'T BE ABLE TO GET ENOUGH OF HIM ONE WAY OR ANOTHER

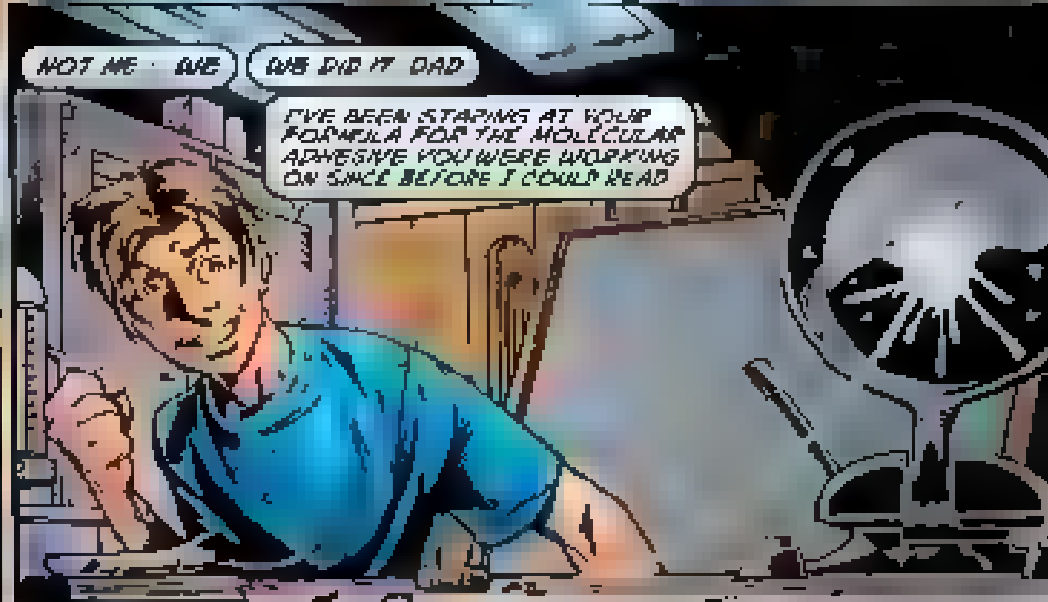


IN FACT RIGHT THIS SECOND

I BET THAT CREEPY SCHVATZ IS UP TO SOMETHING THAT'LL BE OUR HEADLINE TOMORROW



I SAID WHO WHO WHO  
I DID! I DID IT! I DID IT!



NOT ME - WE

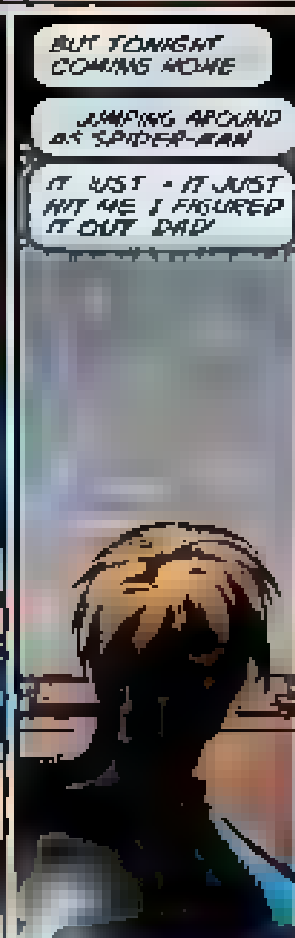
WE DID IT DAD

I'VE BEEN STAPING AT YOUR FORMULA FOR THE MOLECULAR ADHESIVE YOU WERE WORKING ON SINCE BEFORE I COULD READ



AND I COULD NEVER FINISH IT FOR YOU

MAN, THIS IS FANTASTIC



BUT TONIGHT COMING HOME

JUMPING AROUND AS SPIDER-MAN

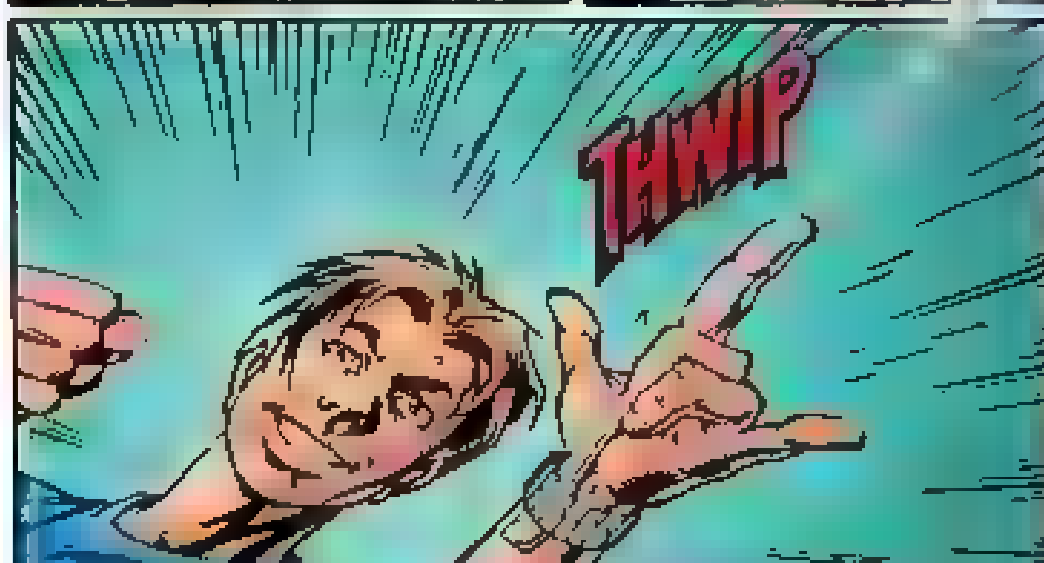
IT JUST - IT JUST HIT ME I FIGURED IT OUT DAD



NOT ONLY THAT BUT A LITTLE MORE INGENUITY HERE AND THERE

LITTLE ENGINEERING

AND DAD - LOOK



THWIP



SPIDER-MAN HAS

WEBS



THIS STUFF IS  
PRETTY STRONG.

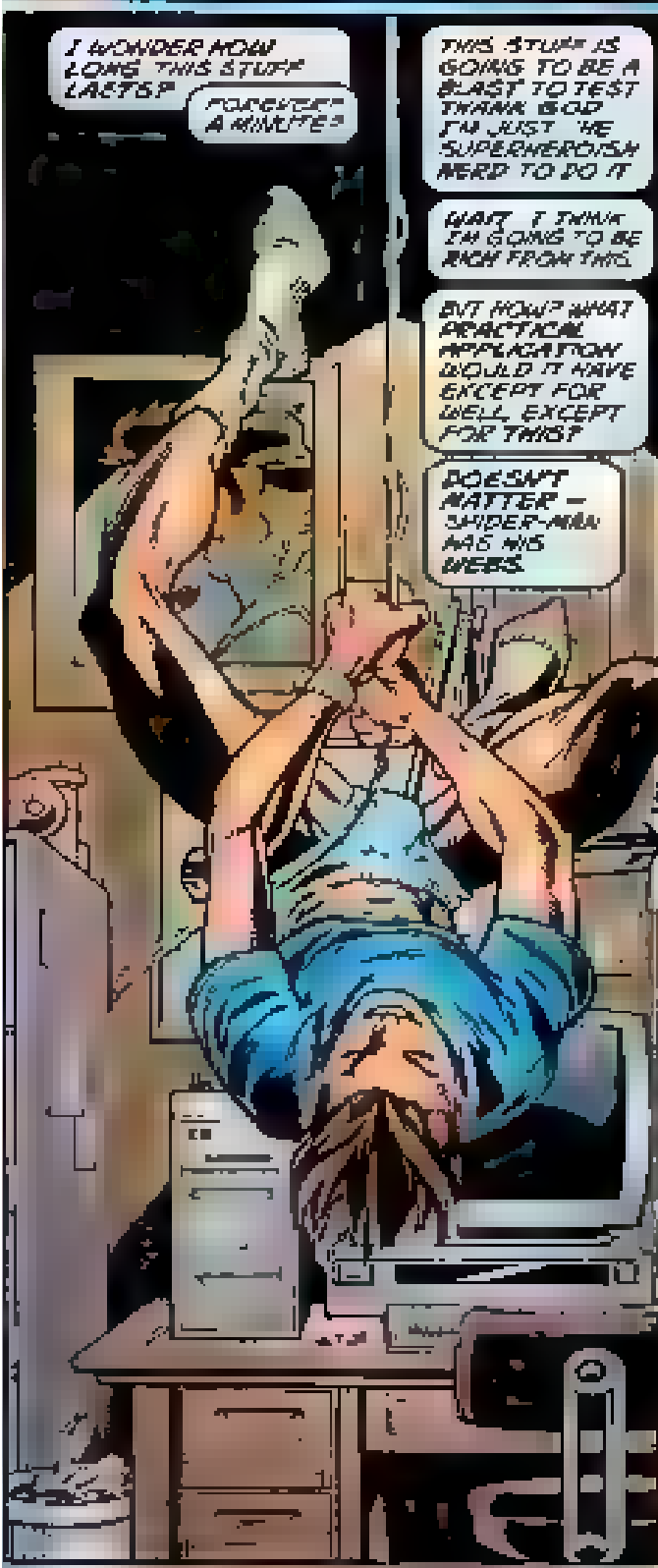
HUH, AND A LITTLE  
ELASTIC.

I WONDER IF I CAN  
SCREW WITH IT TO  
MAKE IT MORE  
ELASTIC OR LESS.

THE END IS TOTALLY  
ADHESIVE LIKE SUPER  
GLUE, YET THE SIDES  
ARE JUST TACKY.

BUT NOT TOO  
TACKY.

JUST TACKY ENOUGH  
TO HOLD ON TO.



I WONDER HOW  
LONG THIS STUFF  
LASTS.

FOREVER?  
A MINUTE?

THIS STUFF IS  
GOING TO BE A  
BLAST TO TEST.  
THANK GOD  
I'M JUST THE  
SUPERHEROISH  
NERD TO DO IT.

WAIT, I THINK  
I'M GOING TO BE  
RICH FROM THIS.

BUT HOW? WHAT  
PRACTICAL  
APPLICATION  
WOULD IT HAVE  
EXCEPT FOR  
WELL, EXCEPT  
FOR THIS?

DOESN'T  
MATTER -  
SPIDER-MAN  
HAS HIS  
WEBS.



MAN, UNCLE BEN  
WOULDA LOVED THIS.

PETER,  
ARE YOU STILL  
DOWN THERE,  
SWEETIE?

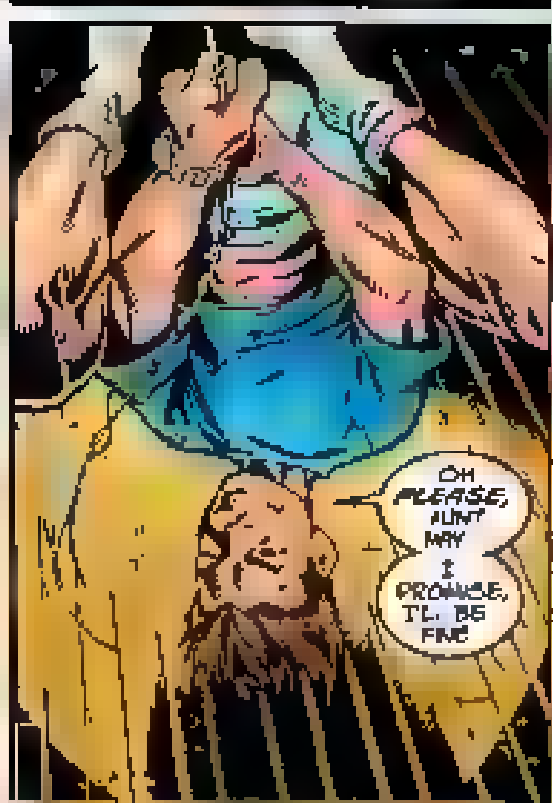


DOWN! MY  
HOMEWORK.

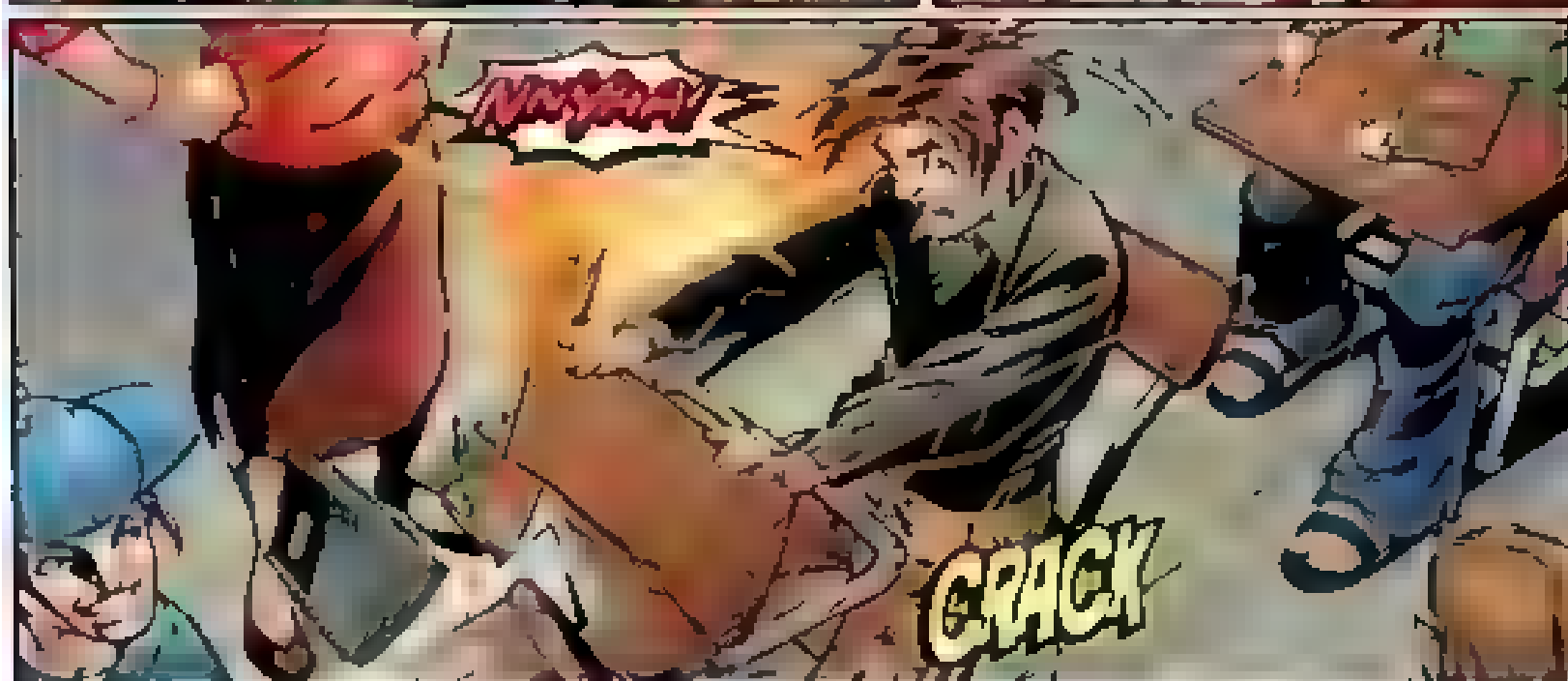


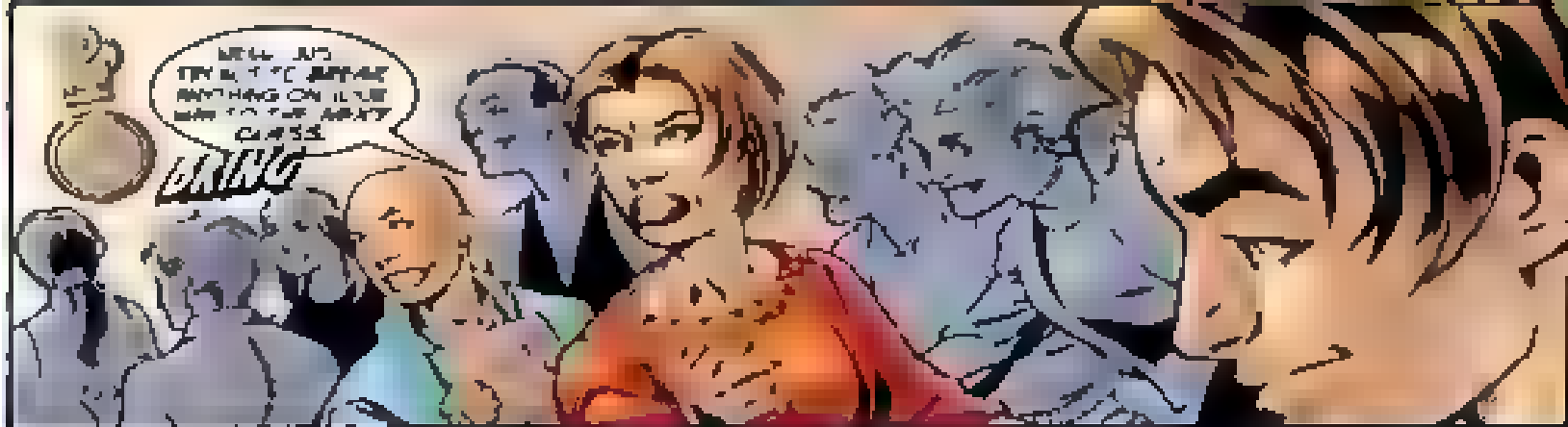
HE HE  
GO TO  
BED.

YOU'LL  
BE A DRECK AT  
SCHOOL.

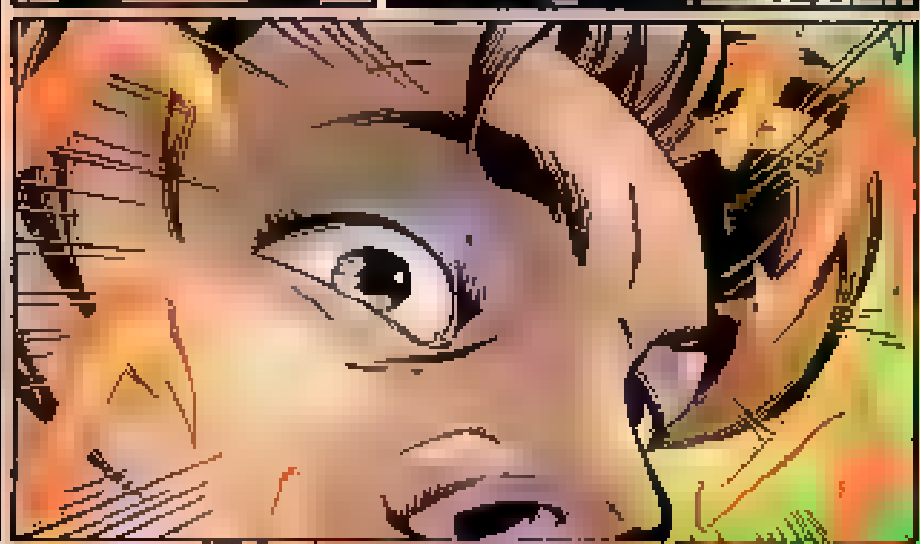
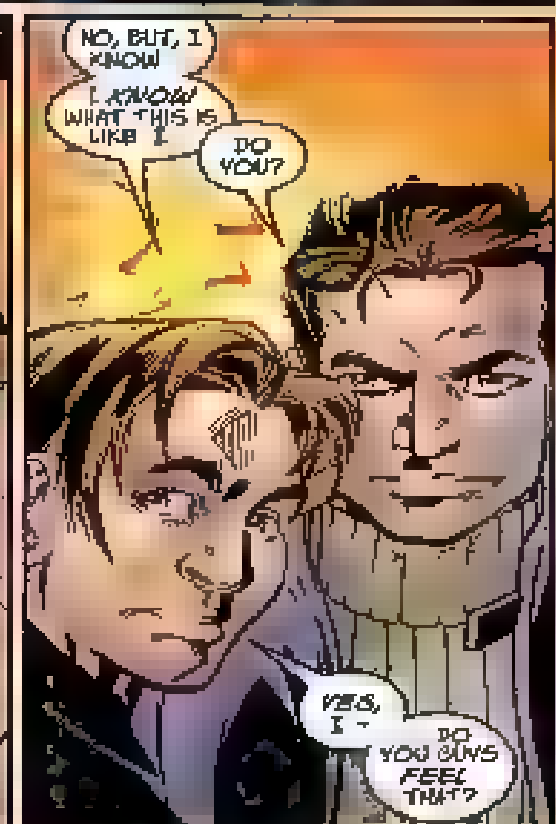
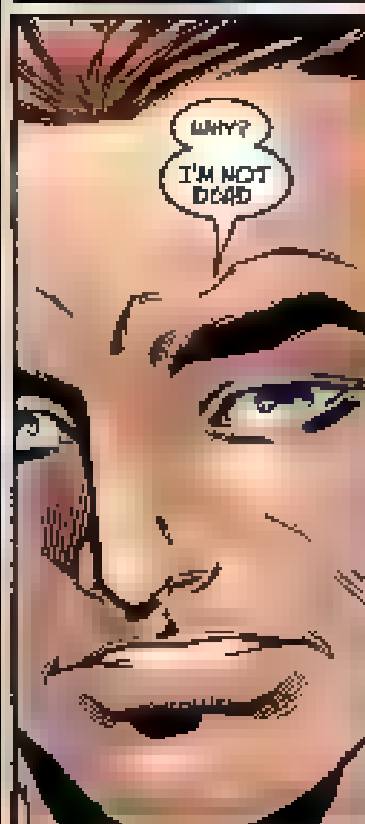
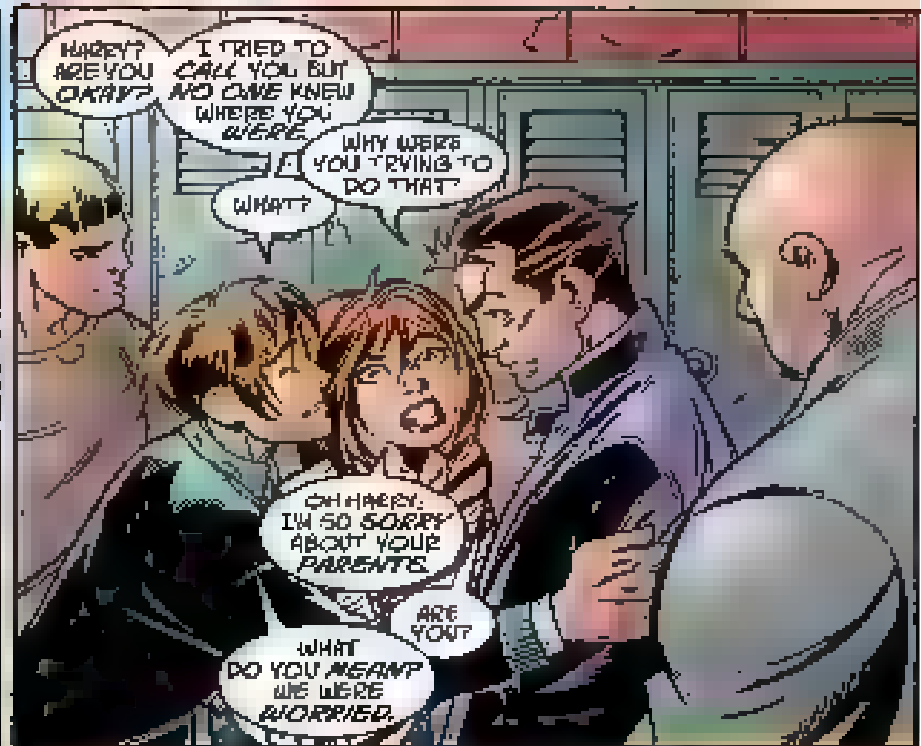
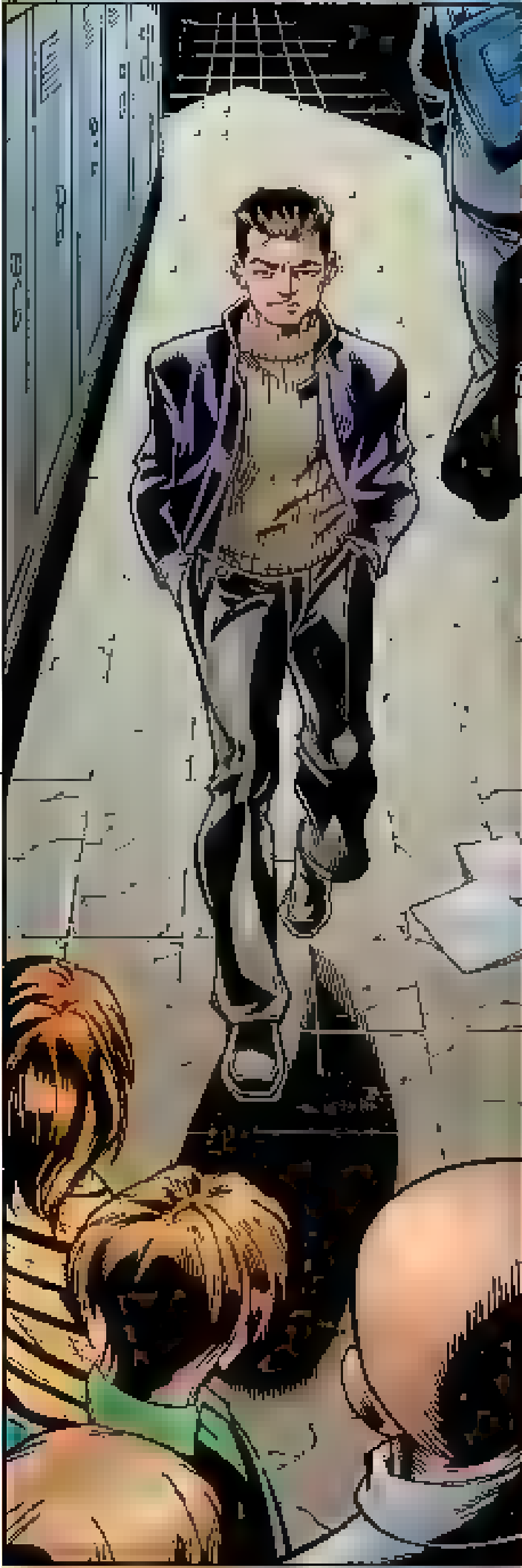


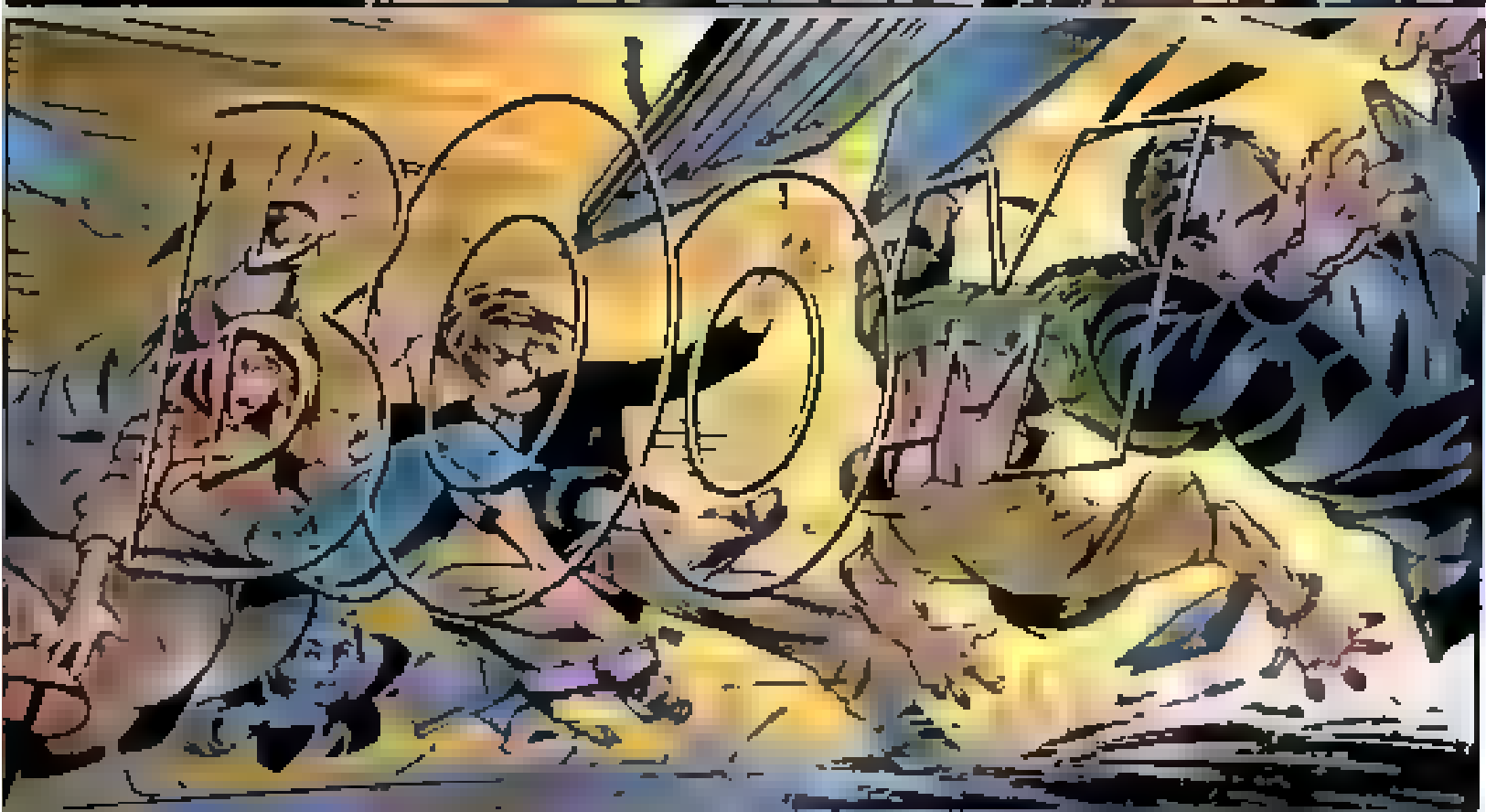
OH  
PLEASE,  
AUNT  
MAY,  
I  
PROMISE,  
I'LL BE  
FINE.





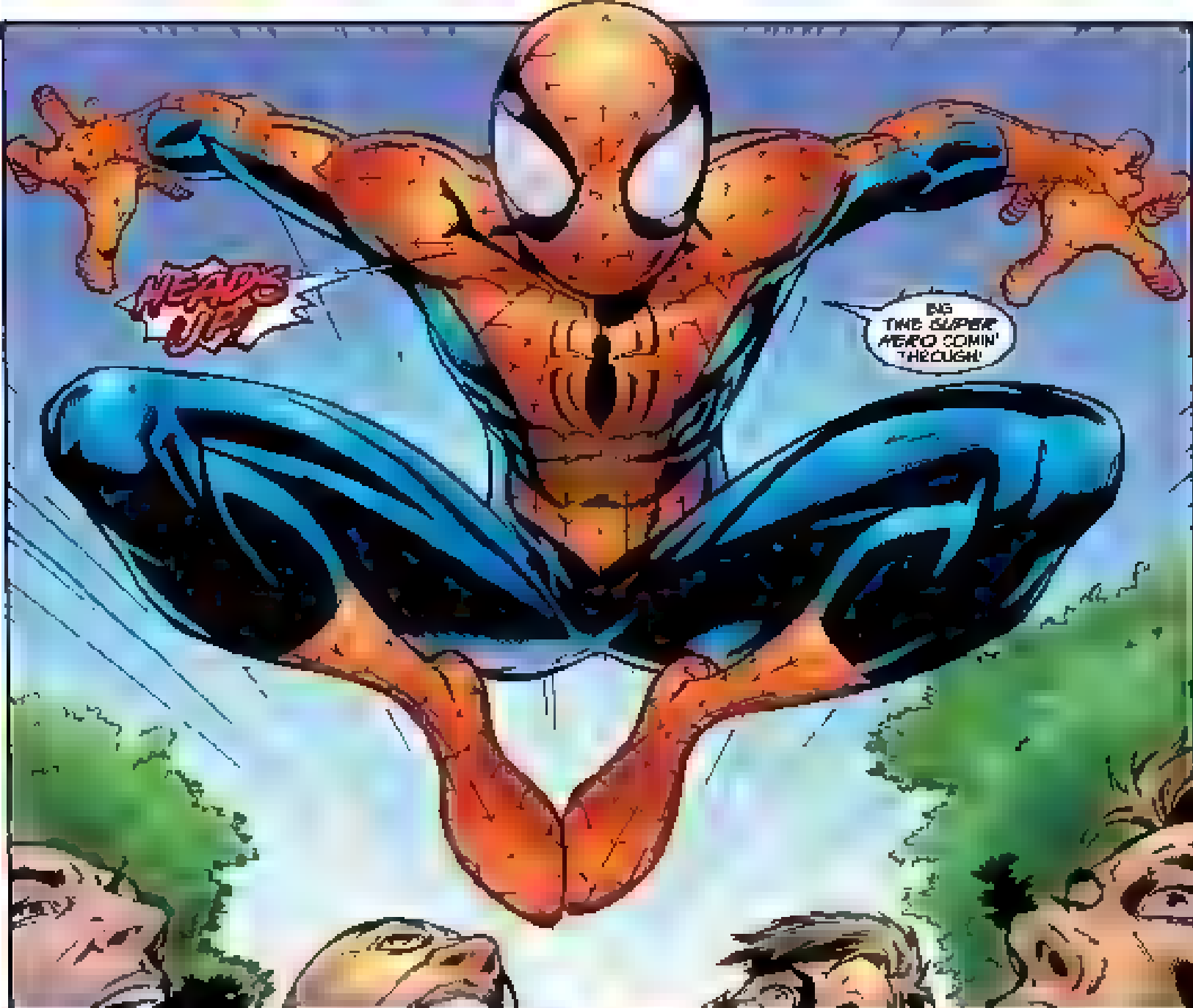












HEADS UP!

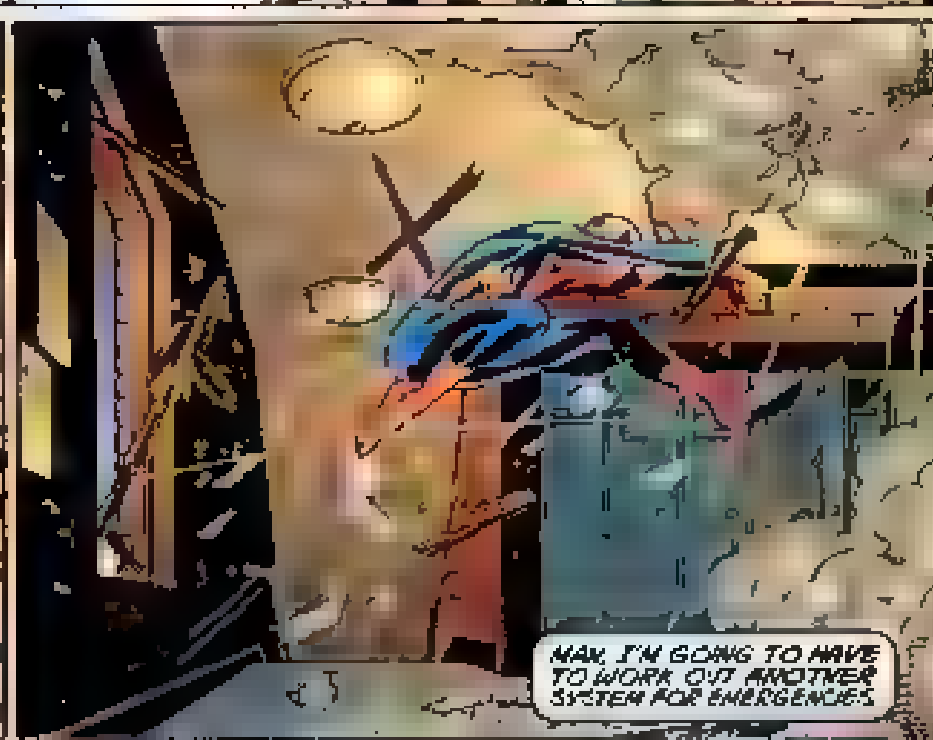
IS THE SUPER HERO COMIN' THROUGH!



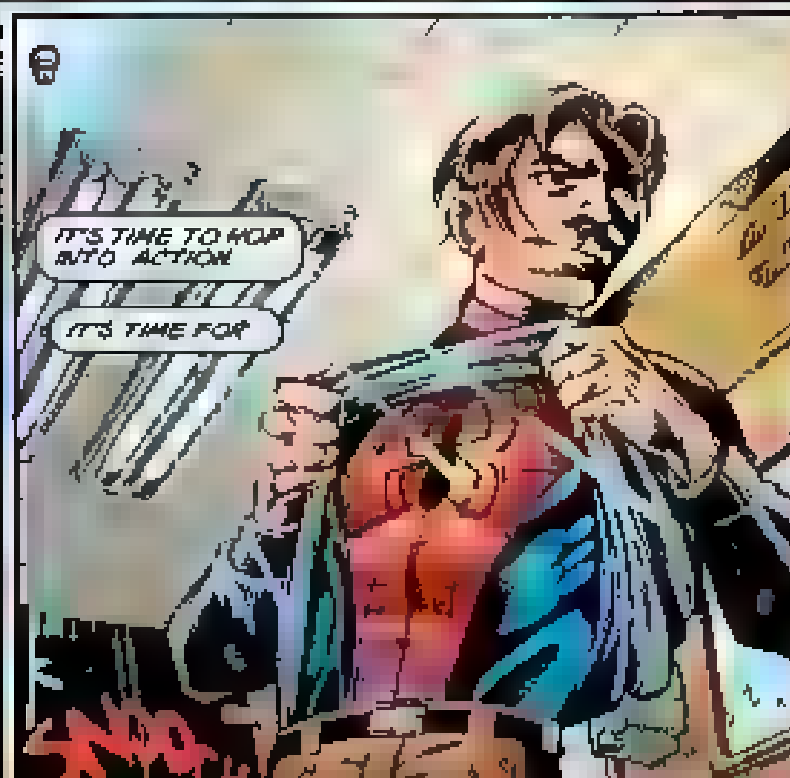
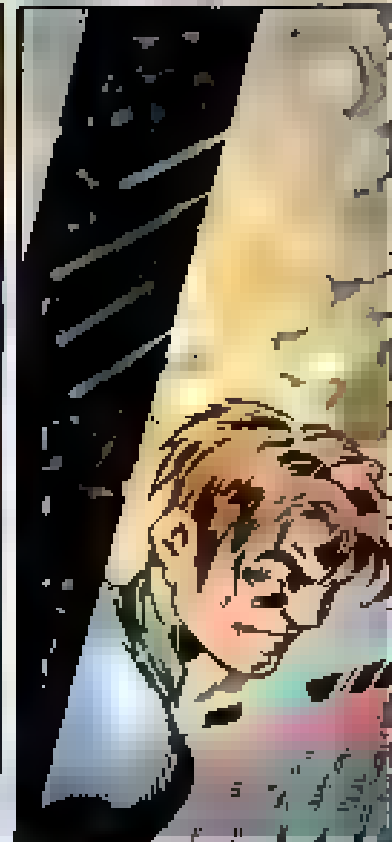
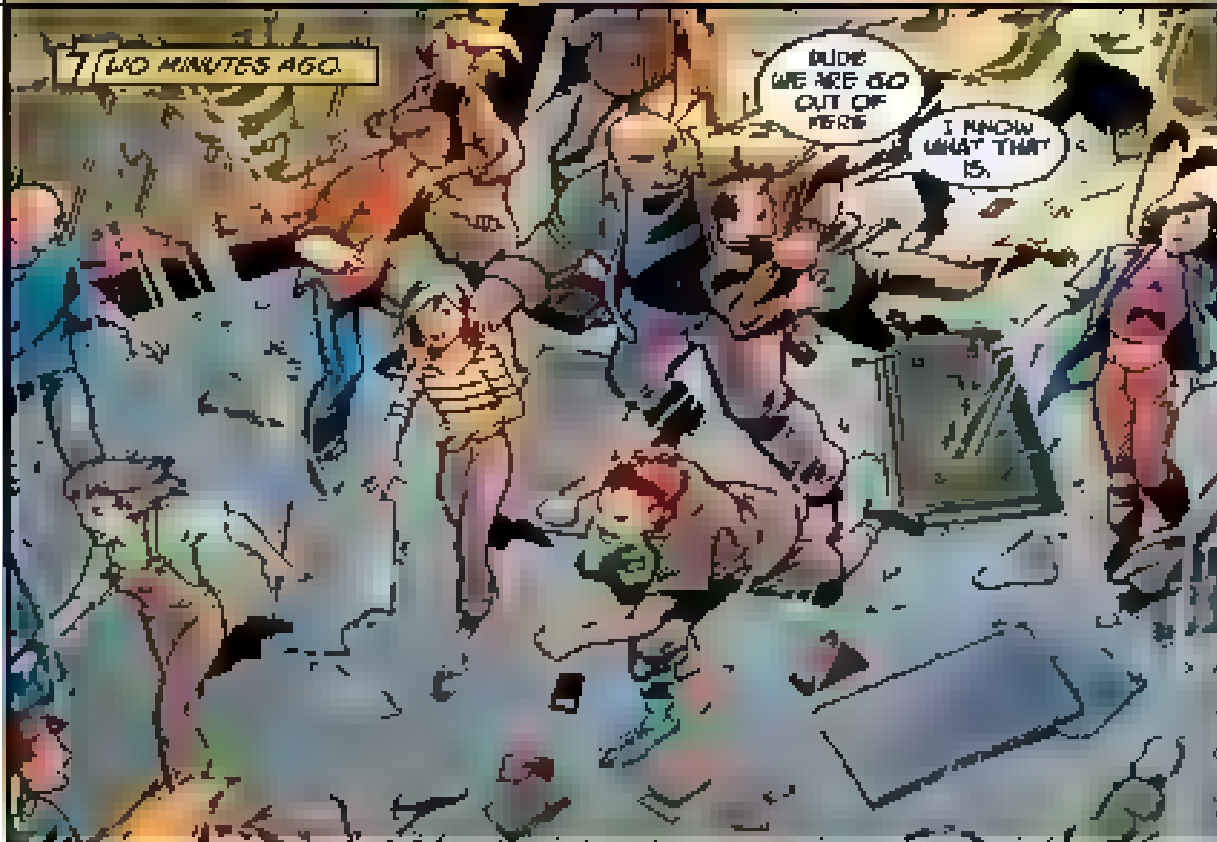
DUDE! SERIOUSLY IF HE BLEW UP OUR SCHOOL

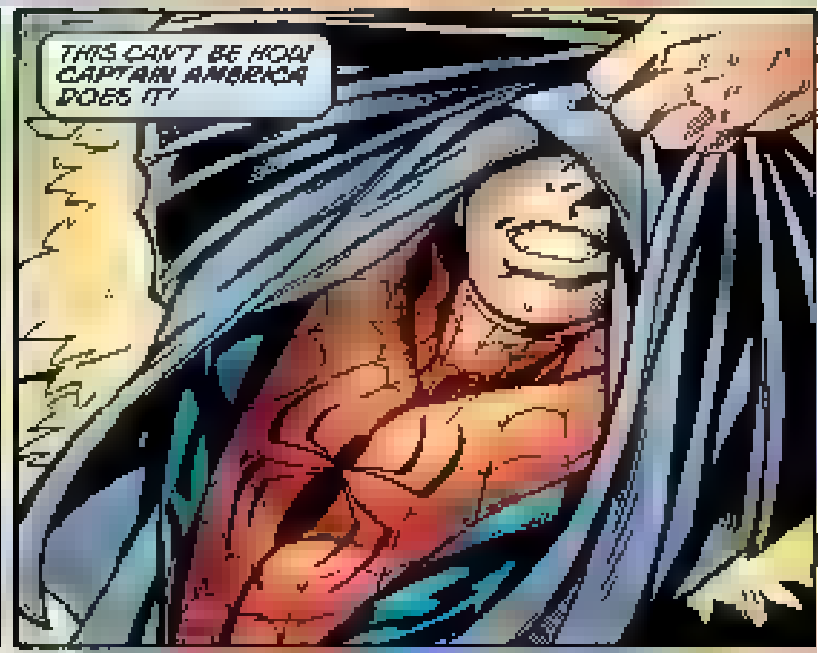
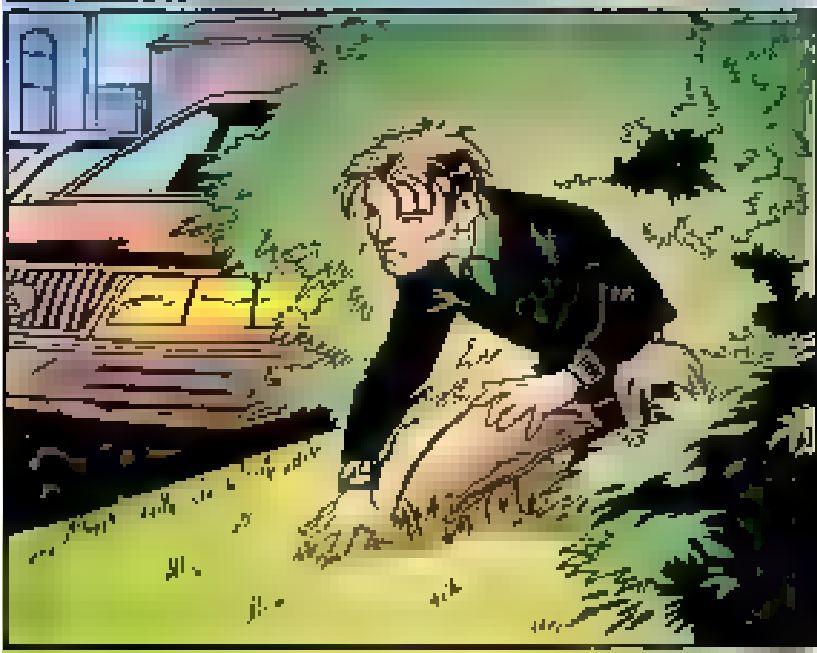
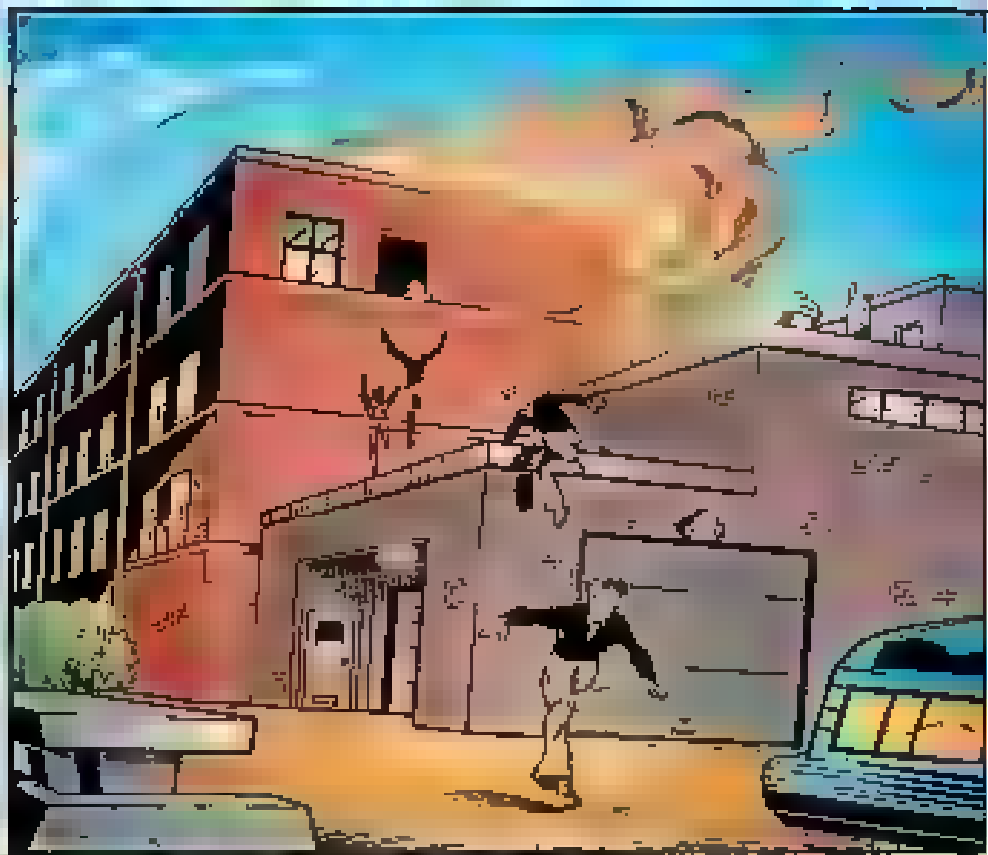
HE IS TOTALLY MY HERO

UNCA

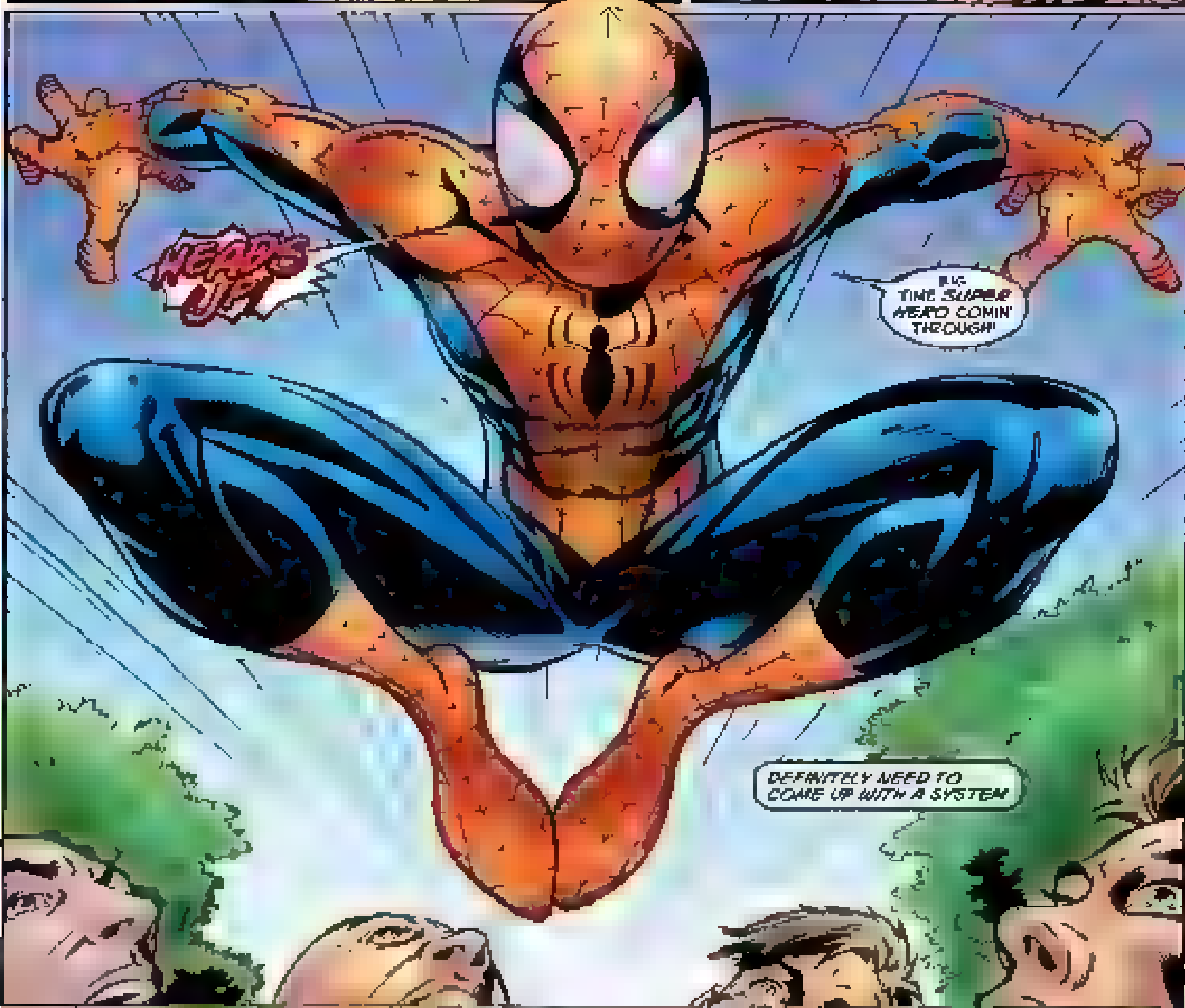
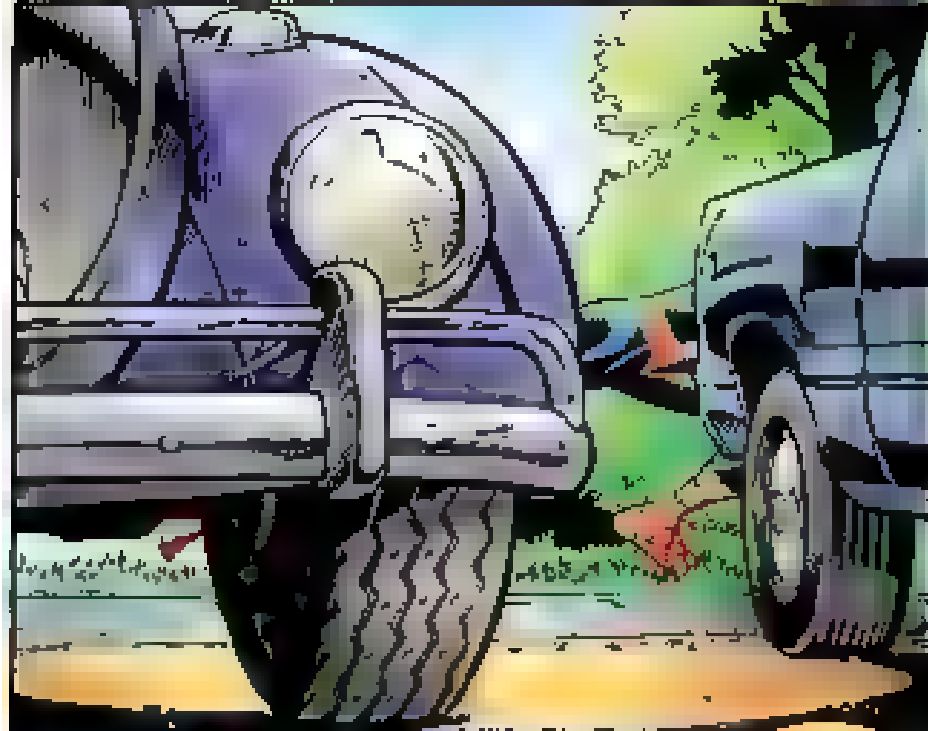


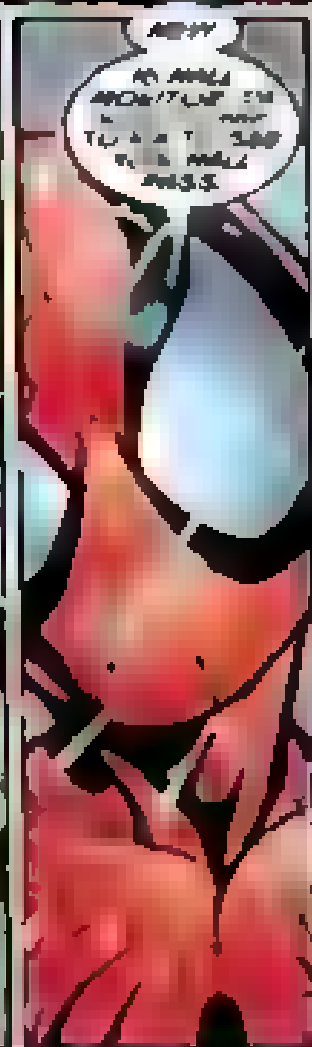
MAN, I'M GOING TO HAVE TO WORK OUT ANOTHER SYSTEM FOR EMERGENCIES



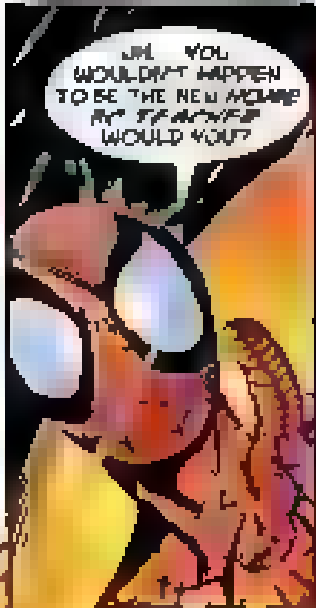




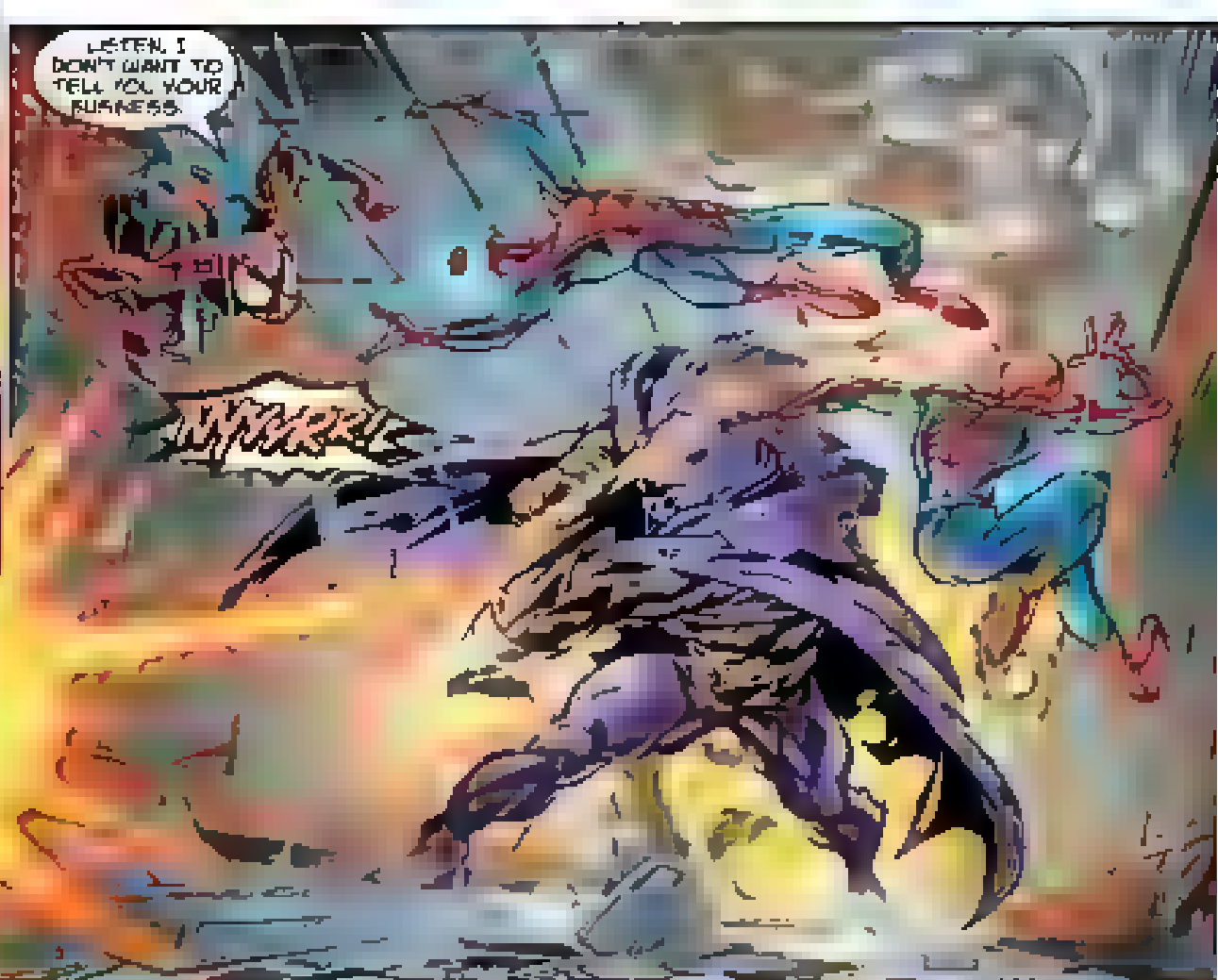








WEL YOU WOULDN'T HAPPEN TO BE THE NEW HOME BY THE WAY WOULD YOU?



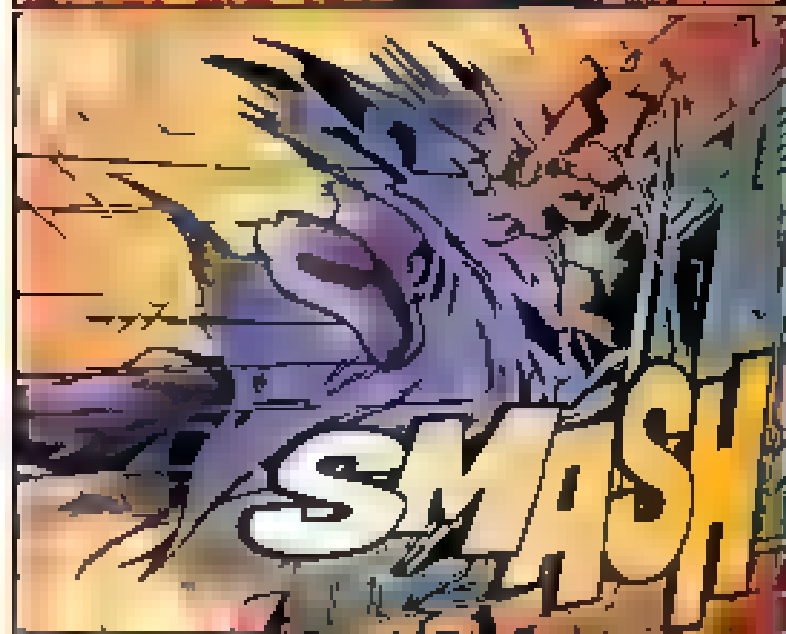
LISTEN, I DON'T WANT TO TELL YOU YOUR BUSINESS.

THUNDER



FUMF

BUT THAT'S KIND OF A FIRE HAZARD



SMASH



I HOPE YOU DON'T THINK I'M GOING TO HELP YOU CLEAN THIS UP BECAUSE YOU ARE ON YOUR OWN

LOOK AT ME BEING THE SMART MOUTH WHEN I SCARED OUT OF MY MIND

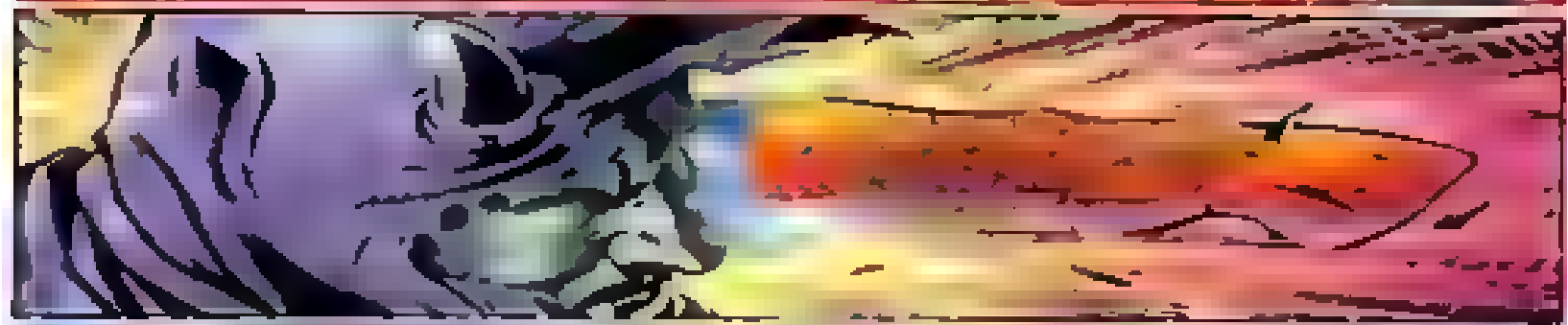
I GUESS IT'S EITHER THAT OR I POB IN MY TIGHTS.



I JUST  
BURNED YOUR  
LIFE UP  
TIL THE POINT  
THEY WERE  
OUT

AND NOW

A FEW  
MOMENTS  
IF THIS



I WANT  
THE FOUR OF  
YOU  
BUT YOU  
WANT TO  
STAY IN THE  
WATER

I DON'T KNOW WHAT  
YOU WANT TO  
DO  
BUT I  
DON'T WANT TO  
STAY IN THE  
WATER

WANT TO  
STAY IN THE  
WATER  
I WANT TO  
STAY IN THE  
WATER



IT'S  
SERIOUSLY

TWO OF  
THEY  
WANT TO  
STAY IN THE  
WATER



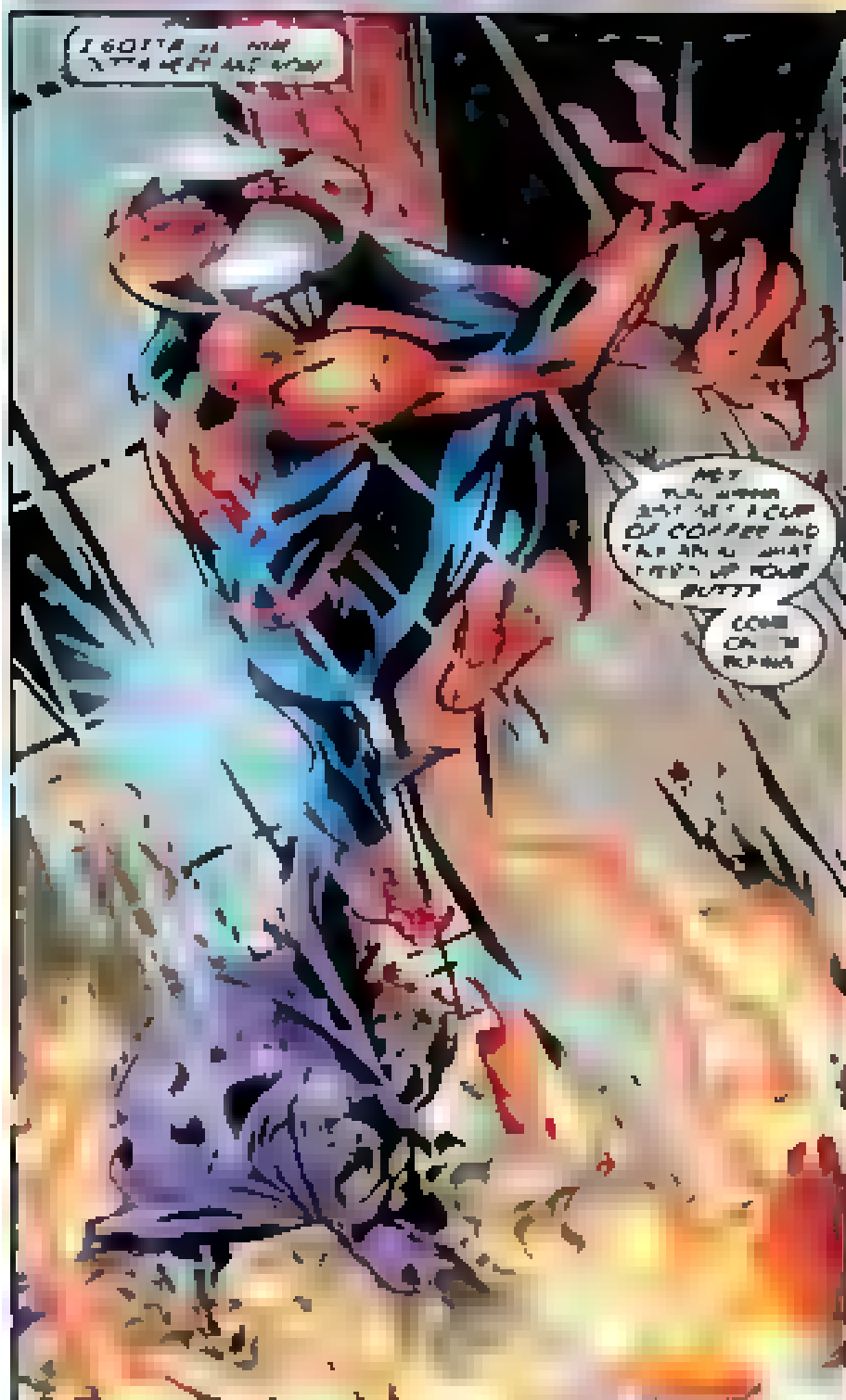
THAT'S  
JUST LOW

THAT'S  
LIKE A WITCH  
OF THE  
VOCALIST



AND I'M  
NOT CLOSE  
ENOUGH TO HIS  
FEET - AT AN ANGLE  
TO HIS FACE - AND YOU  
ARE NOT EXACTLY  
FRESH AS A  
DAISY

**SPIDER-MAN**



I GOTTA BE HOME  
AT THE NEXT BUS STOP

HEY  
TALK ABOUT  
GETTING A CUP  
OF COFFEE AND  
TALKING ABOUT  
GETTING UP YOUR  
BUTTY

COME  
ON TO  
DANCE



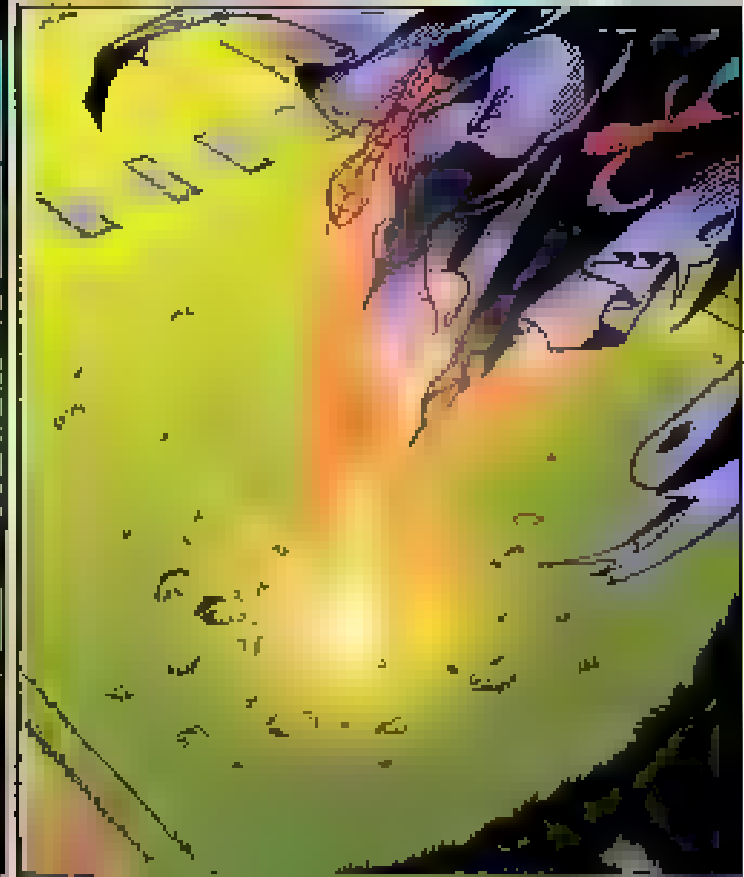
I'M  
ONE ALWAYS  
FEELS BETTER  
WHEN I TALK  
THINGS

UM-HM

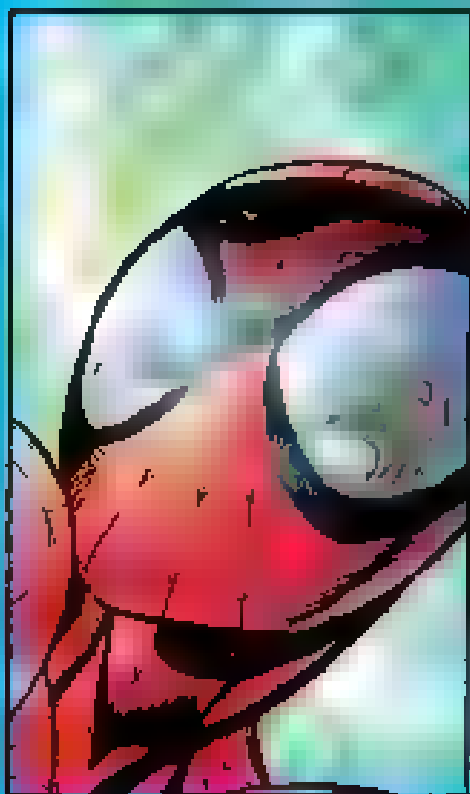
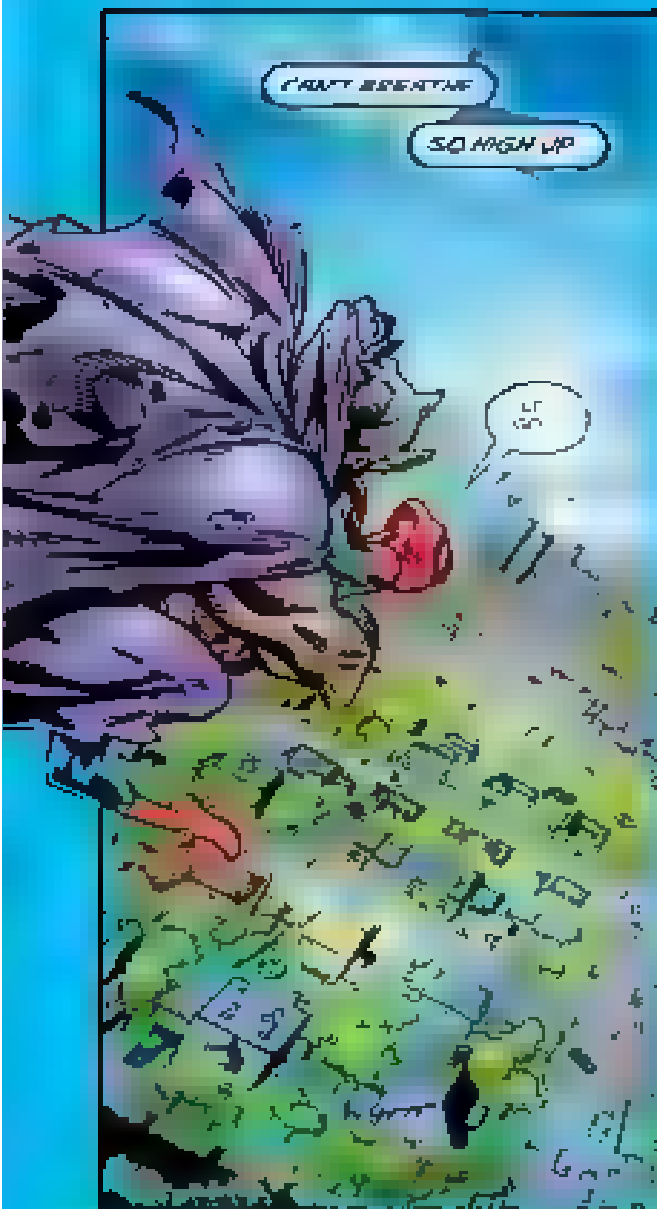
I'M SURE THAT  
TODDLE IS THE BACK  
OF MY NECK AGAIN



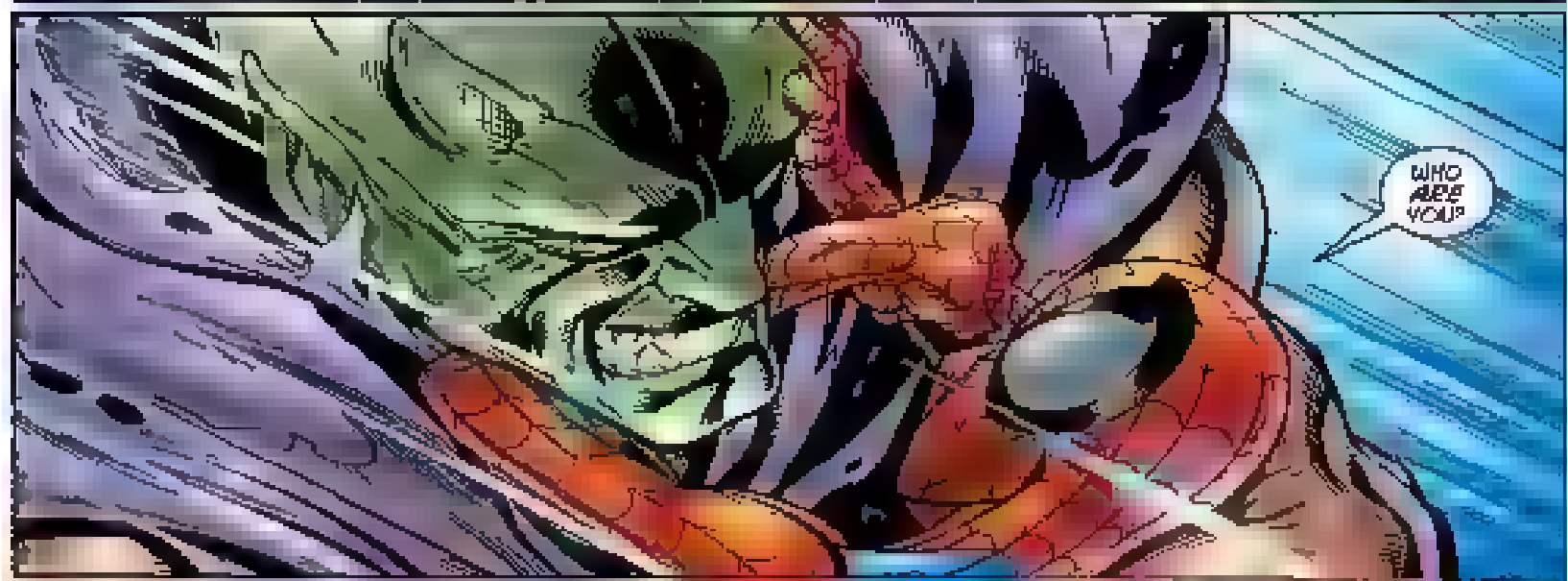
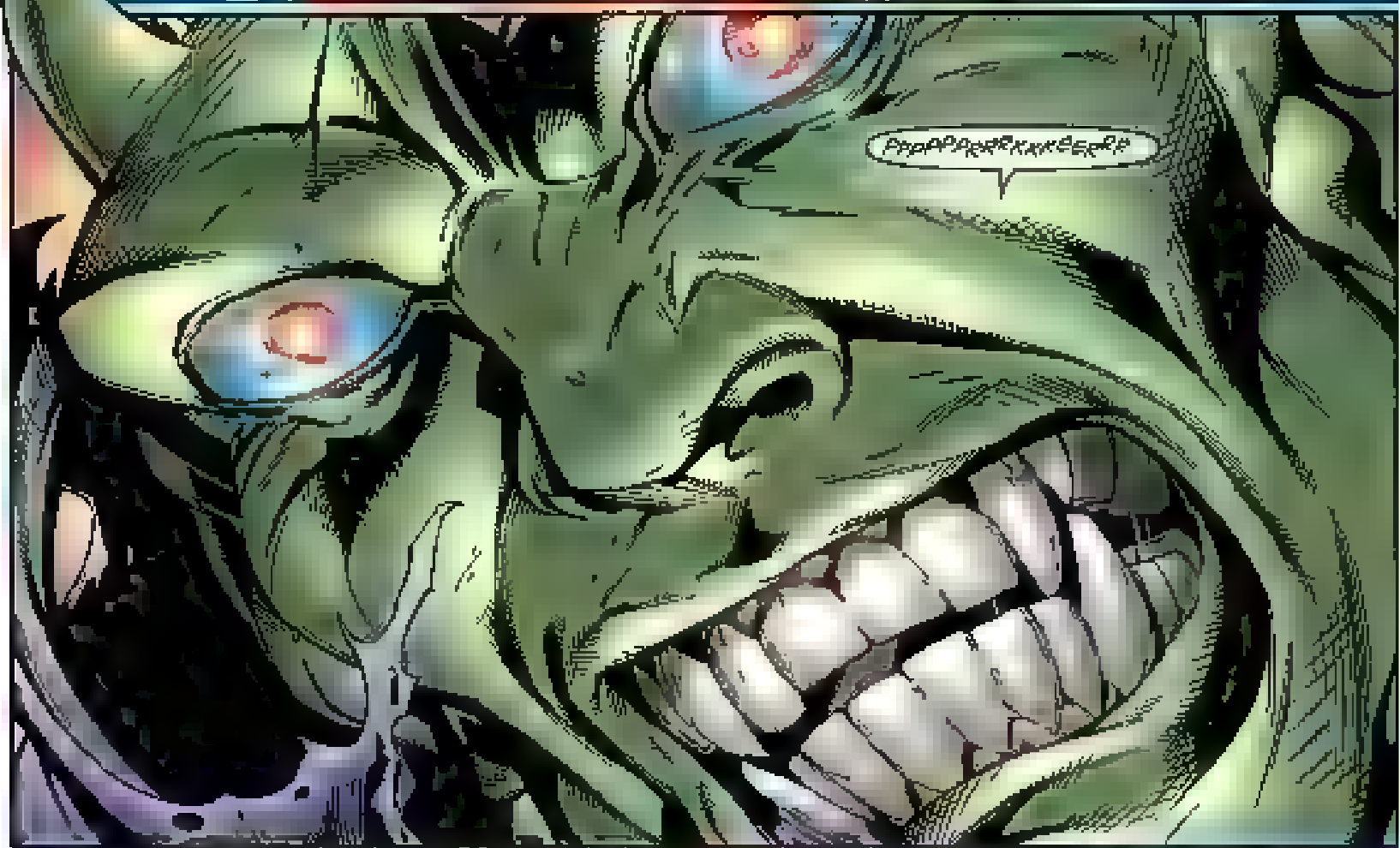
TOO LATE

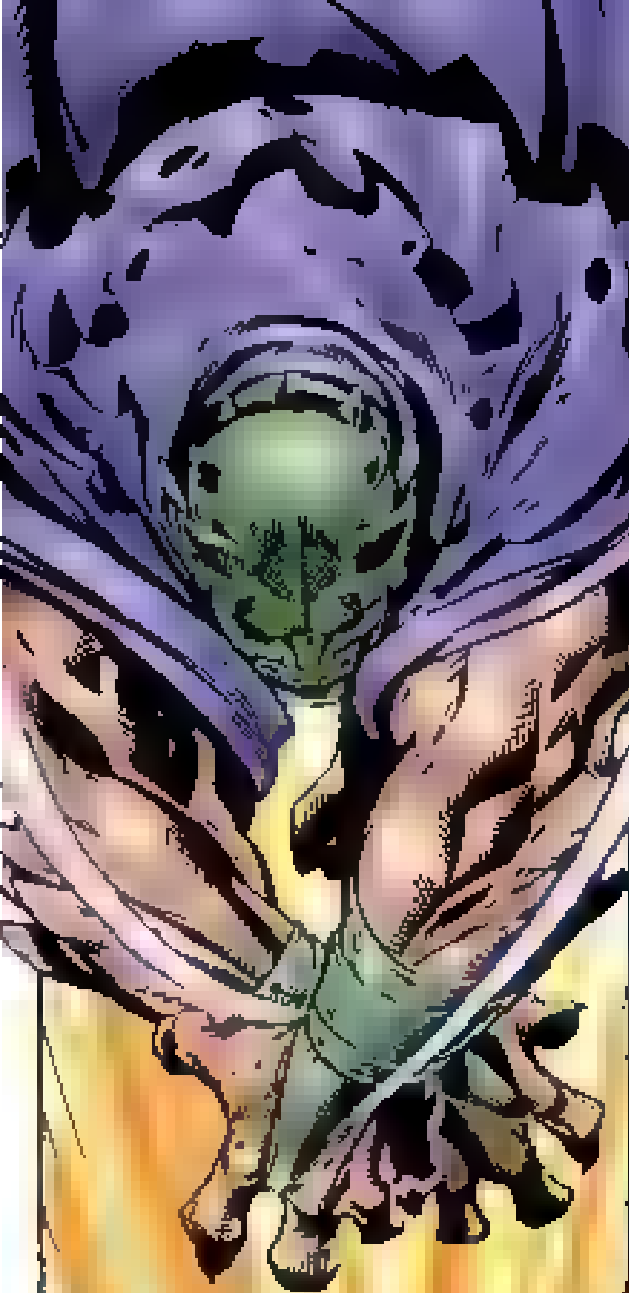




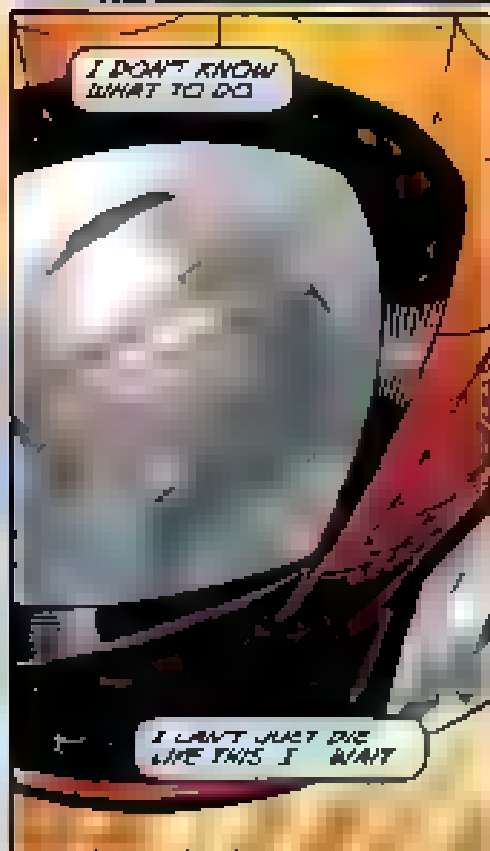
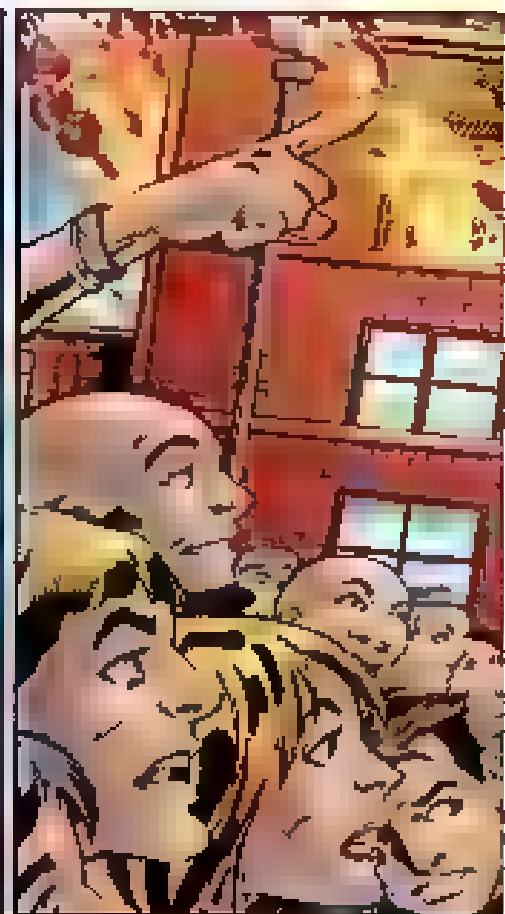








I CAN'T - I CAN'T BELIEVE THIS I CAN'T BELIEVE THIS IS HAPPENING TO ME THIS THIS IS



I DON'T KNOW WHAT TO DO

I CAN'T JUST DIE LIKE THIS I WANT





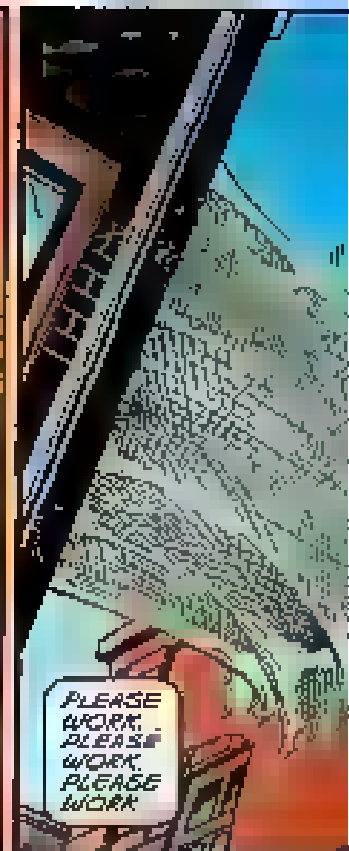
PLEASE WORK  
PLEASE WORK  
PLEASE WORK



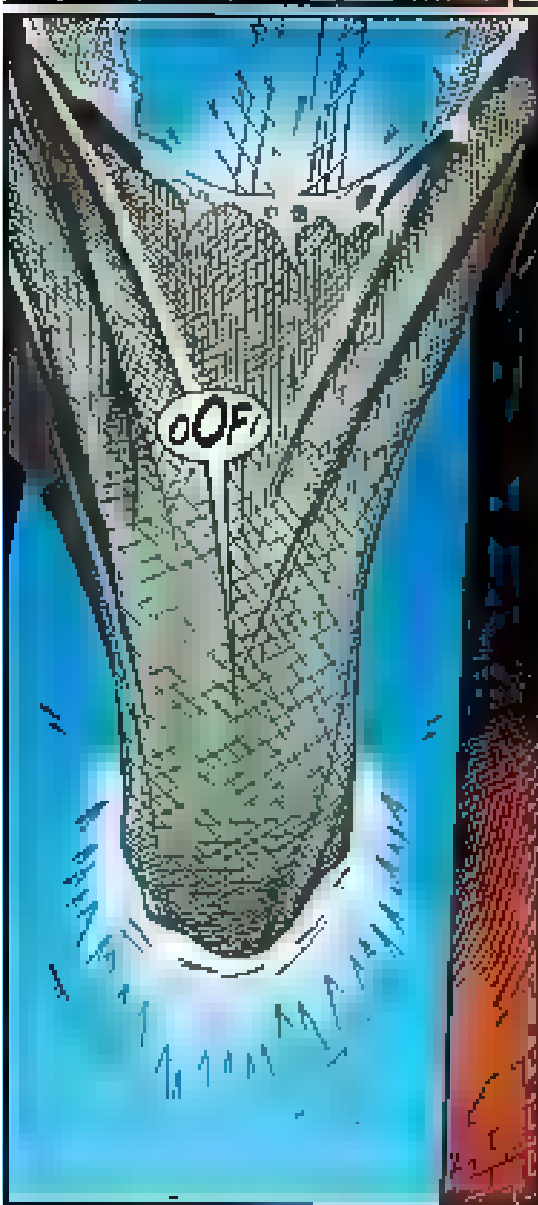
PLEASE  
WORK  
PLEASE  
WORK  
PLEASE  
WORK  
PLEASE  
WORK



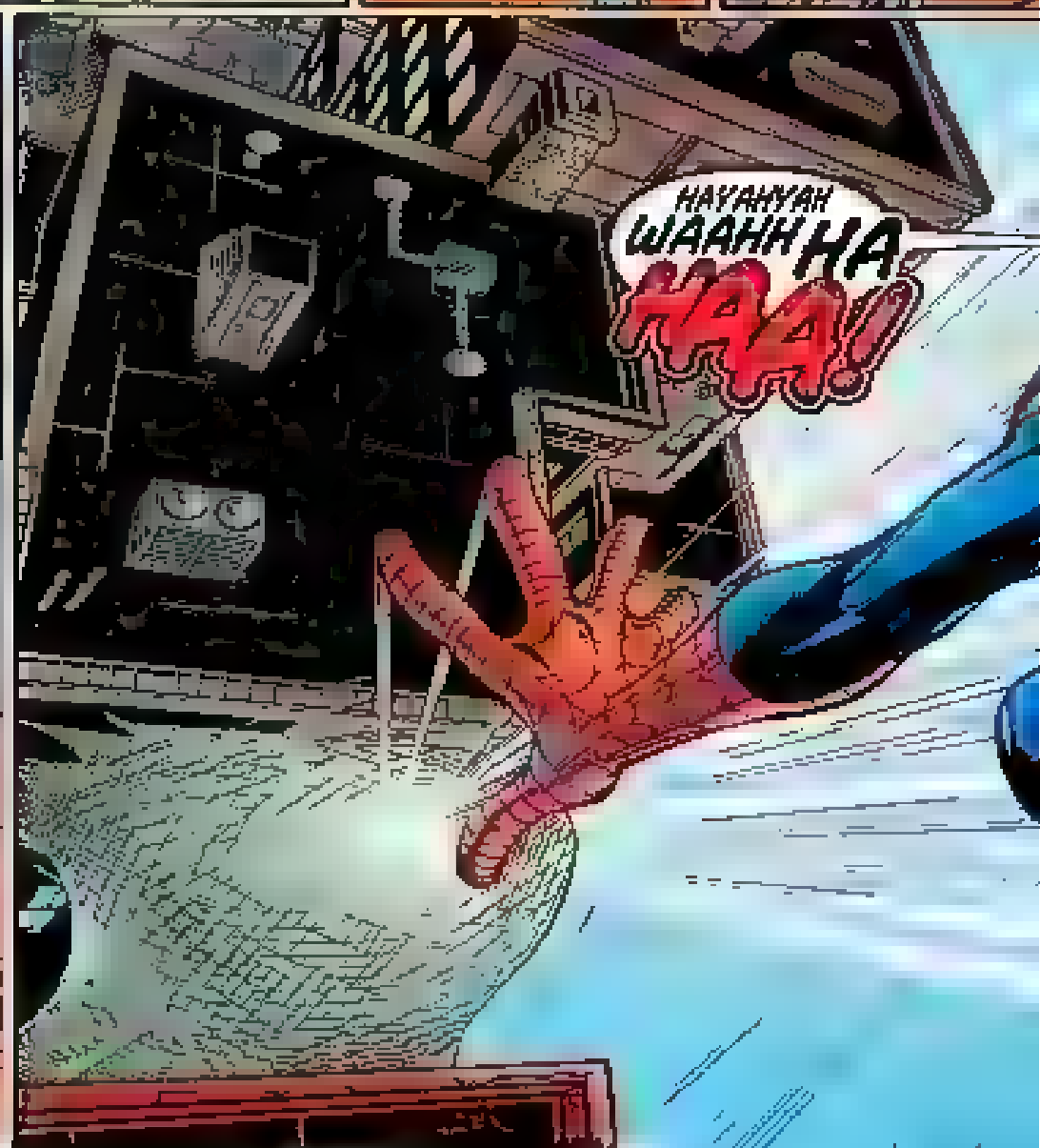
PLEASE  
WORK  
PLEASE  
WORK  
PLEASE  
WORK  
PLEASE  
WORK



PLEASE  
WORK  
PLEASE  
WORK  
PLEASE  
WORK  
PLEASE  
WORK



OOF!



HAYAHYAH  
WAAHH HA  
HAA!

# SECRET IDENTITY

A full-page comic book illustration of Spider-Man. He is shown from the waist up, leaning forward with his right arm extended upwards and his left hand near his chest. He has a determined expression. The background is a bright blue sky with some clouds. In the top left corner, there is a small inset showing a cityscape with a red building.

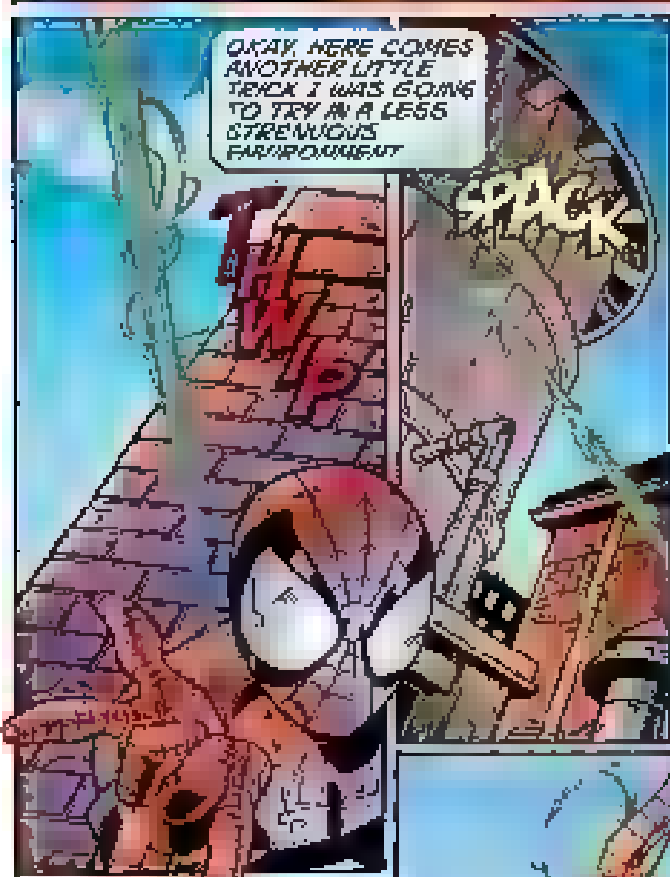
NOTE TO SELF: REMEMBER  
TO TOTALLY FREAK OUT  
OF YOUR FLIPPIN' MIND OVER  
WHAT VOL. JUST DID HERE.

OKAY. BACK TO BUSINESS.

AM I NUTS OR DID THAT  
WHATEVER THAT IS  
JUST SAY MY NAME?



ARRUUUGHH



OKAY HERE COMES  
ANOTHER LITTLE  
TRICK I WAS GOING  
TO TRY IN A LESS  
STRENUOUS  
ENVIRONMENT

THWIP

SPACK

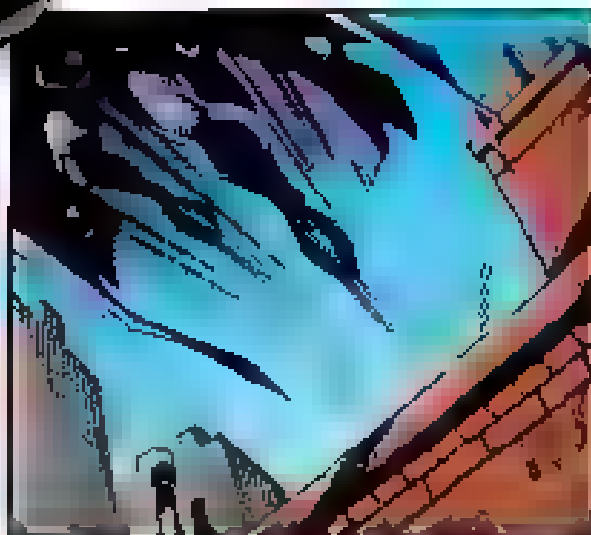
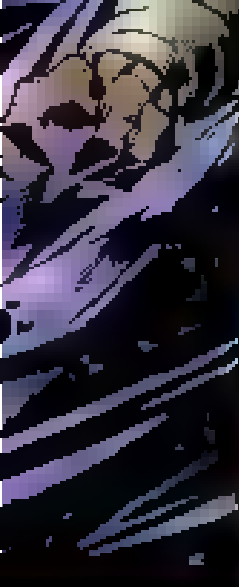


MUST BE OUT  
OF MY MIND

WAAH  
HA!  
HOW  
OH, MANOMAN  
OMANOMAN  
OMAN

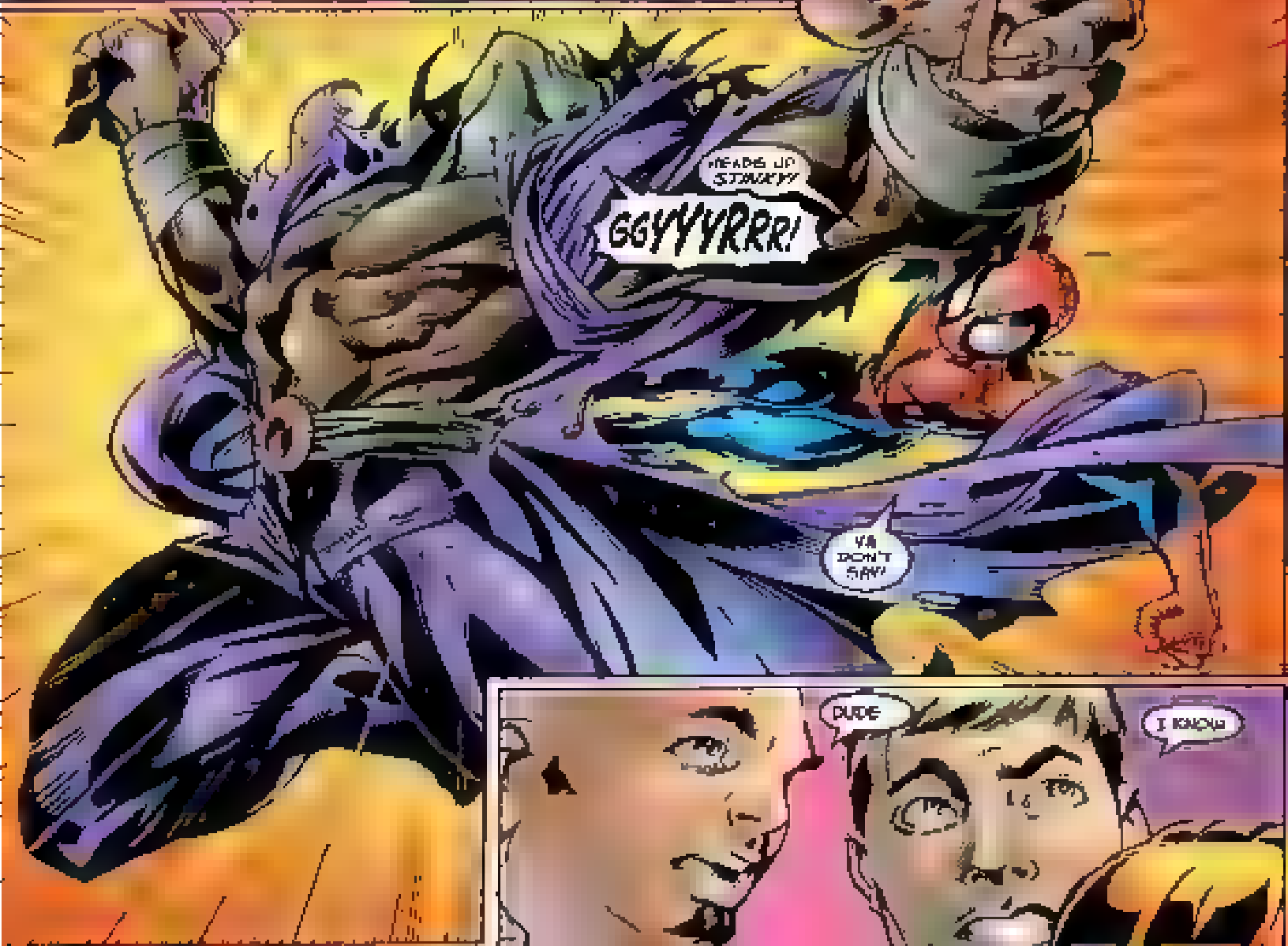
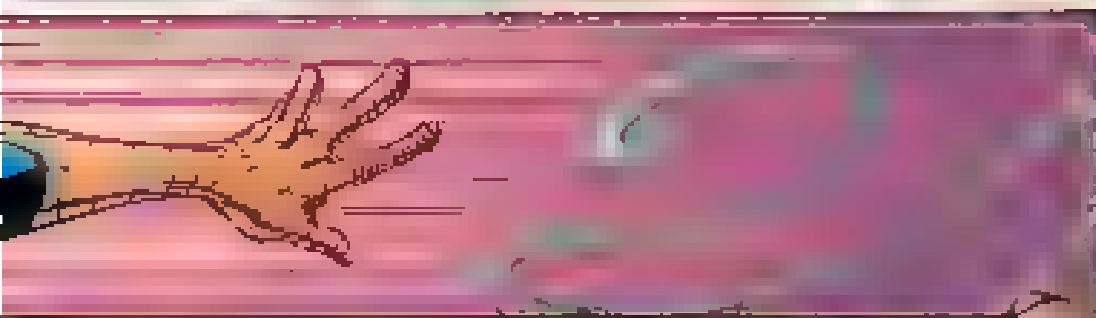






YOU SEE THAT? I THINK  
THAT THING IS COMING  
BACK THIS WAY

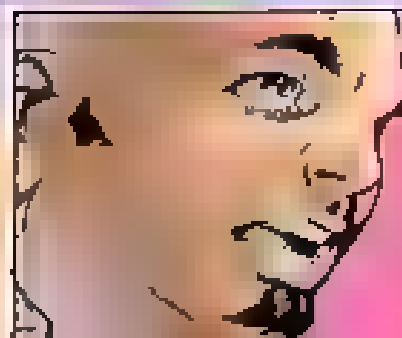
HE IS.  
HE'S COMING  
FOR ME



HEADS UP  
STUCKY

GGYY'YRRR!

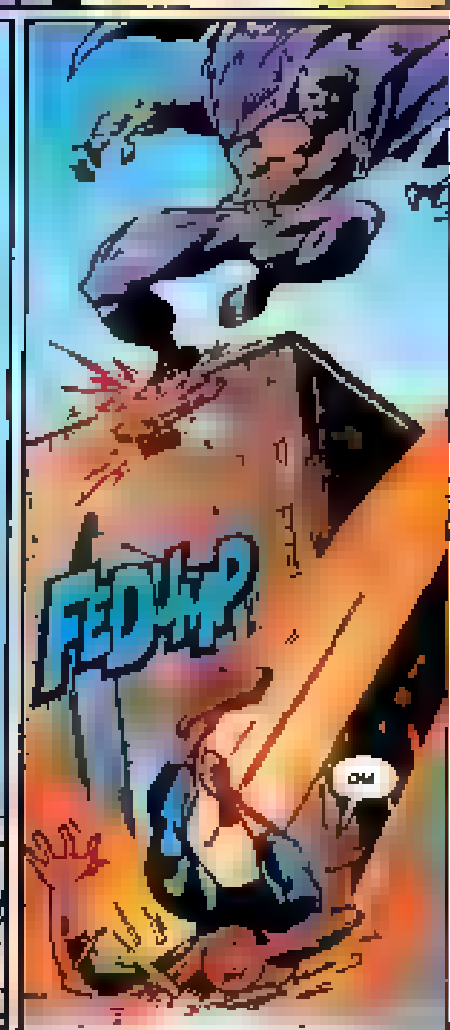
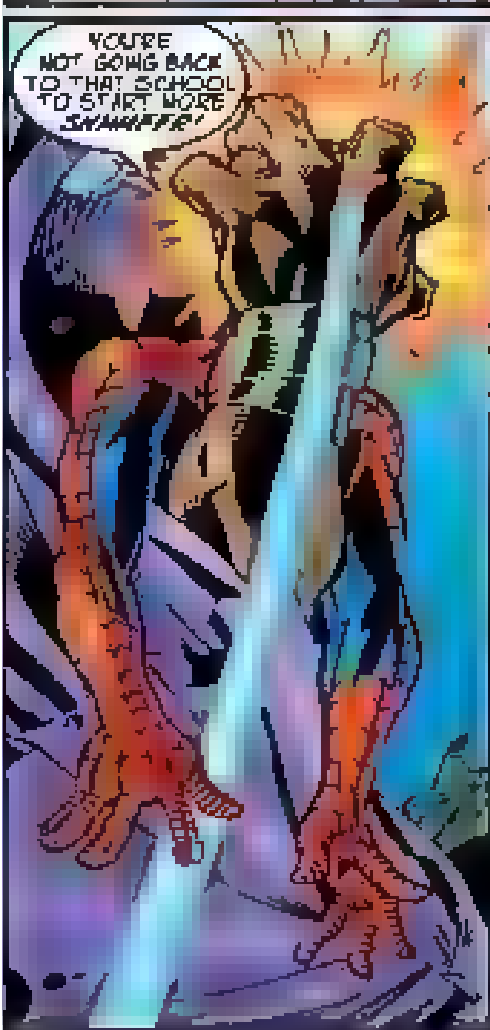
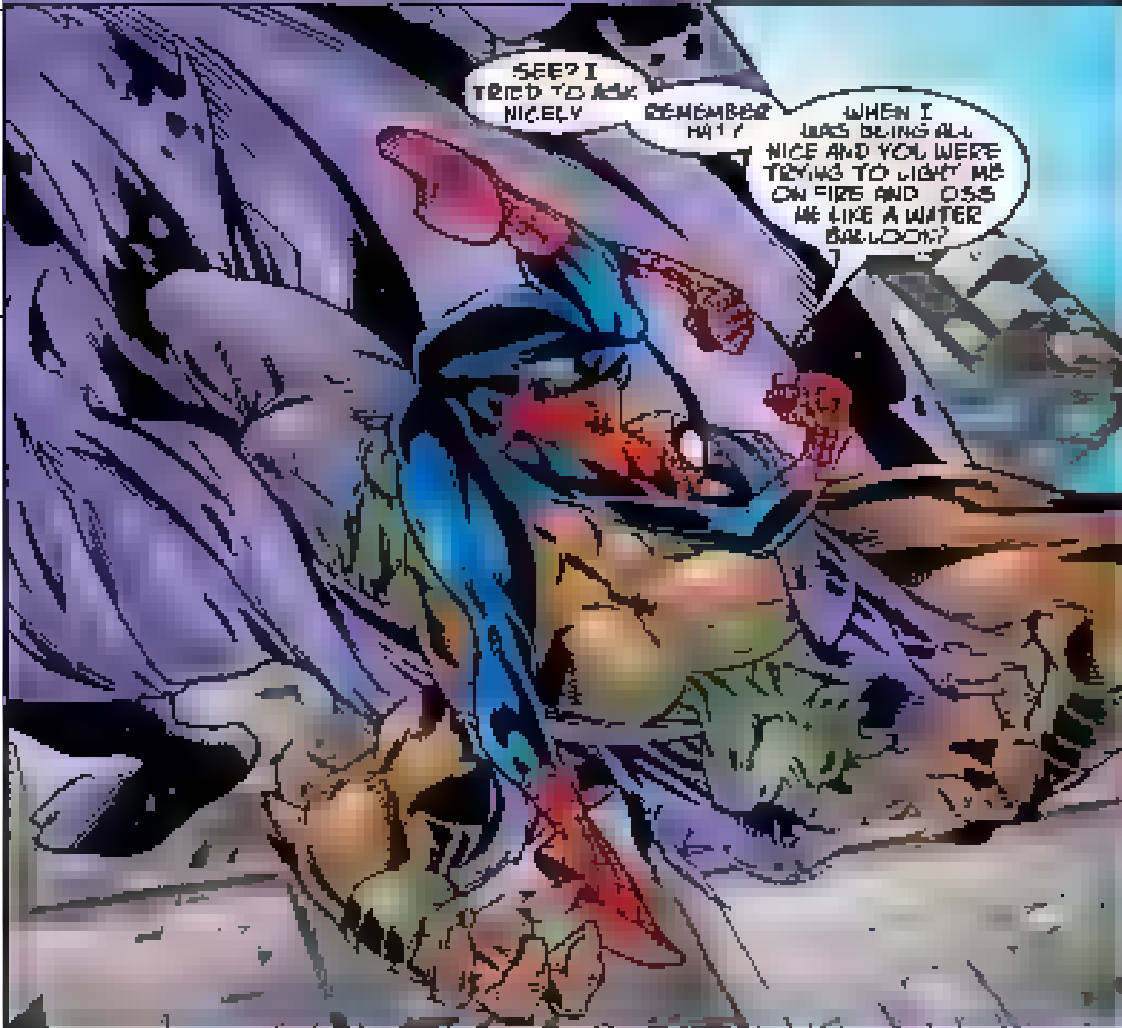
VA  
DON'T  
SAY!

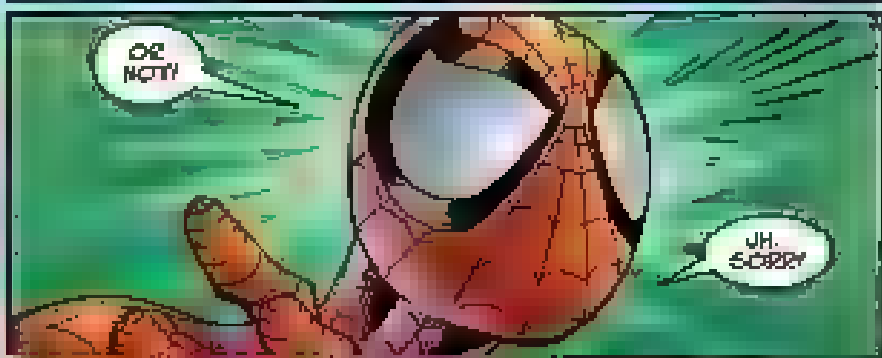
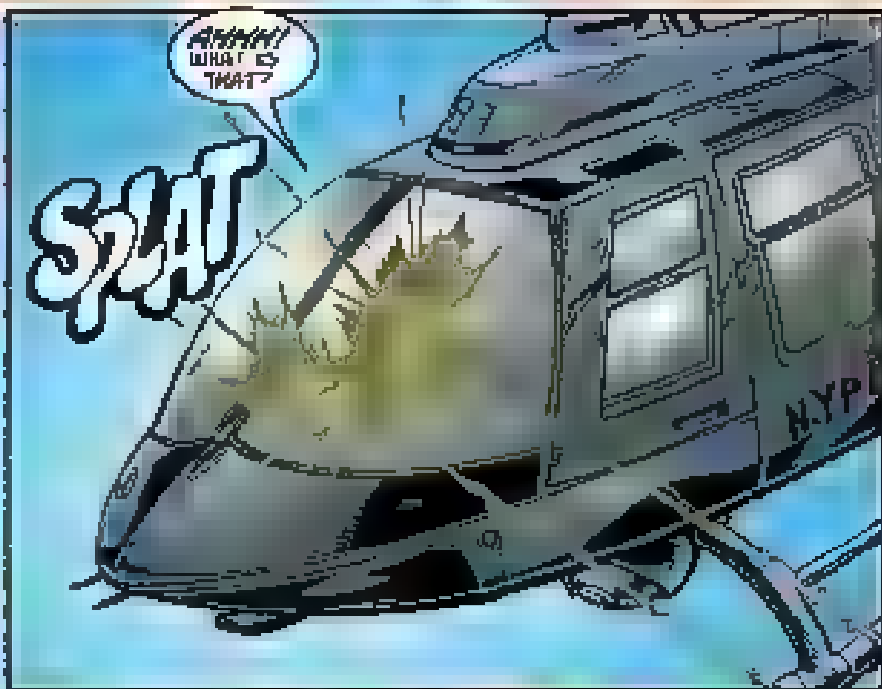
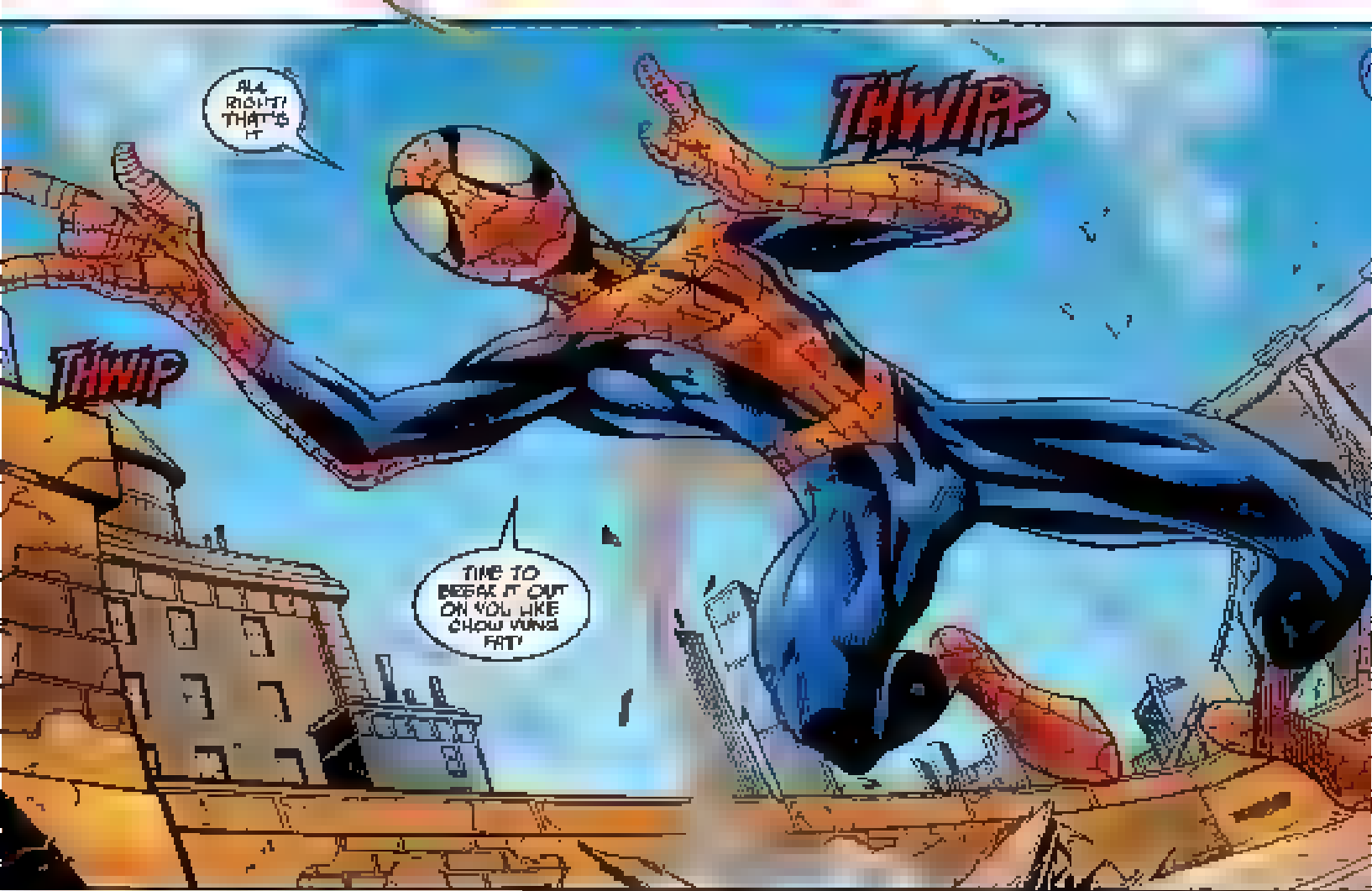


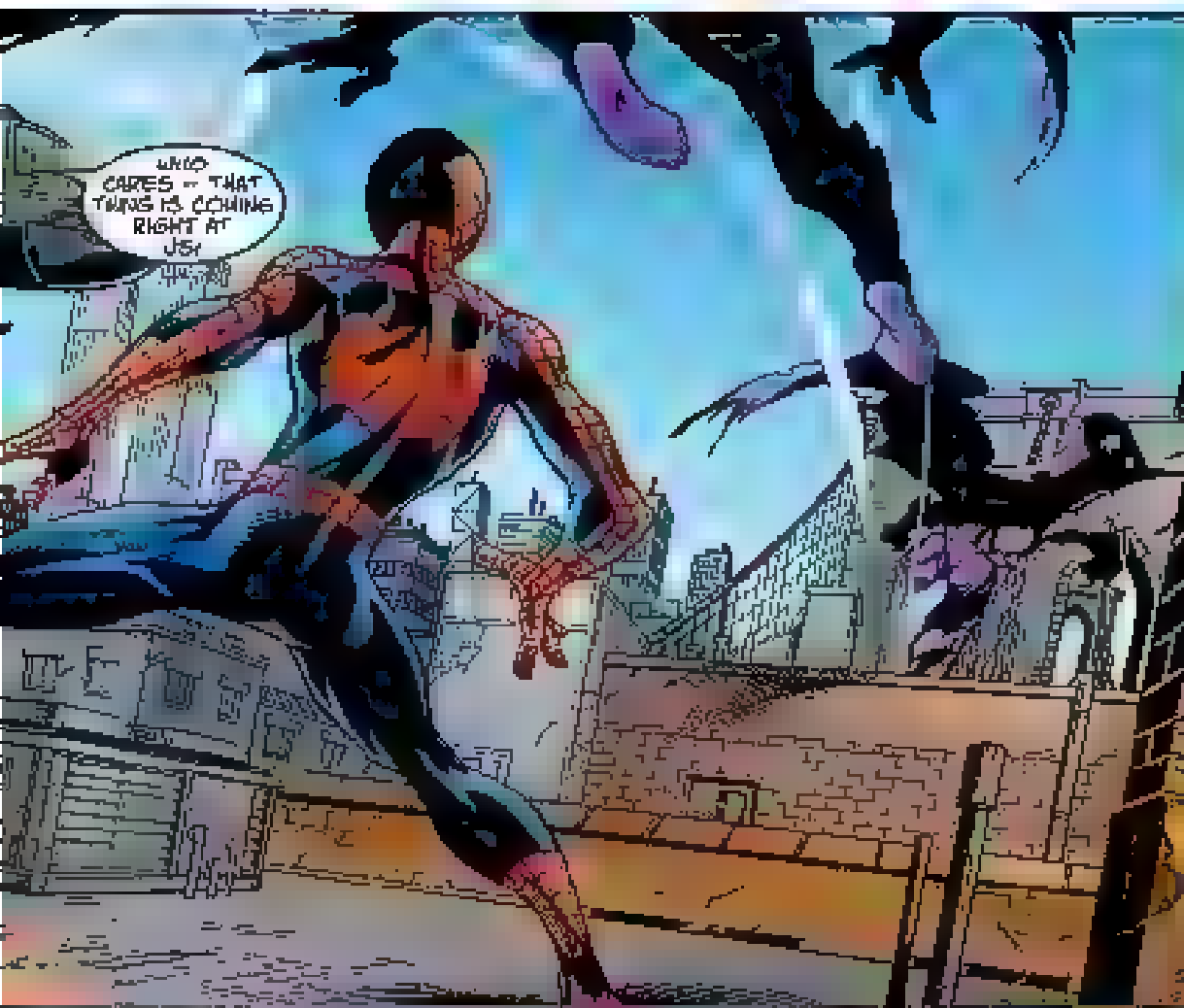
DUDE



I KNOW









MURKING!

HEY WHERE DO YOU THINK YOU'RE GOING?

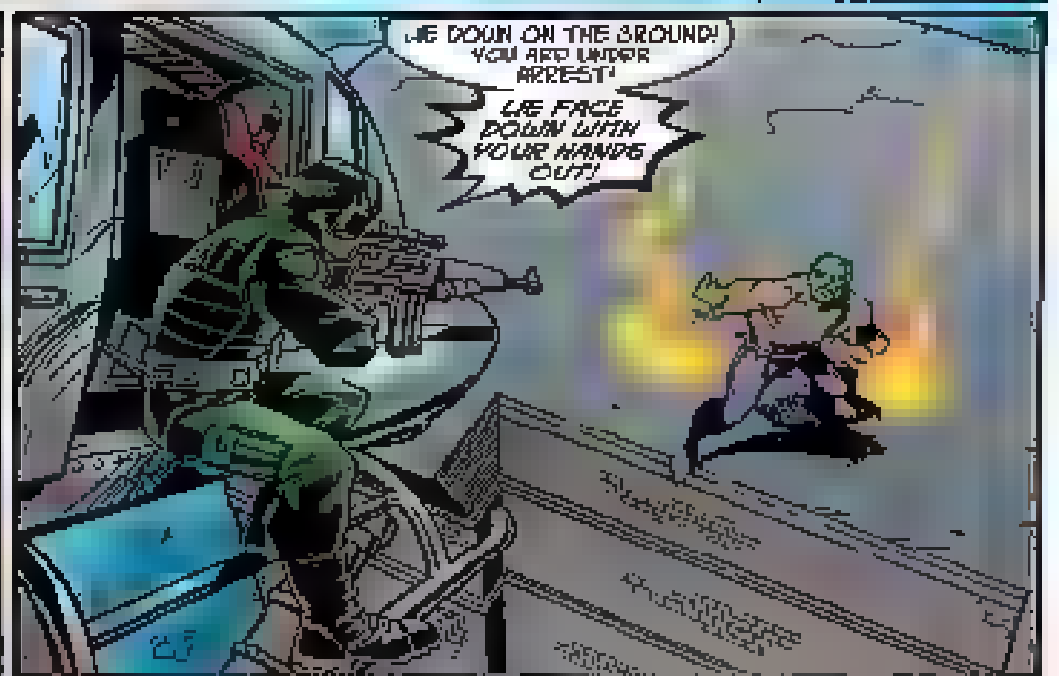
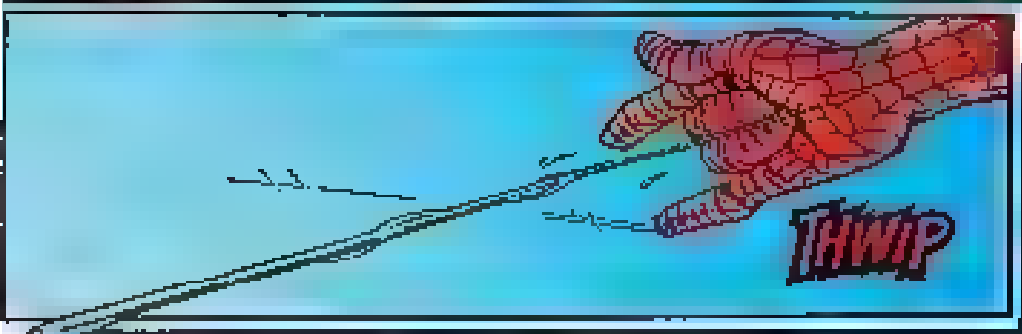
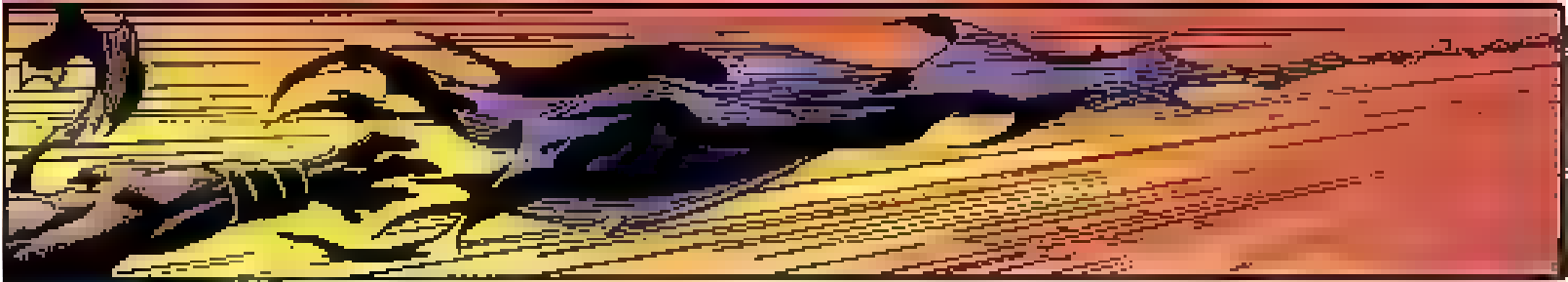
THWAP

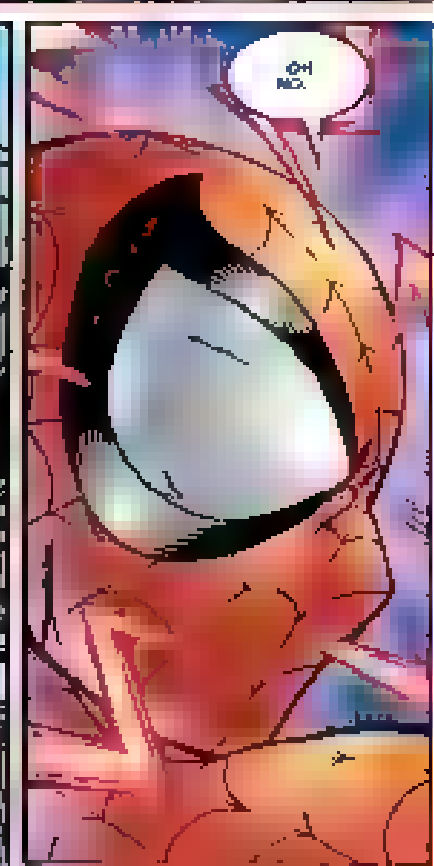
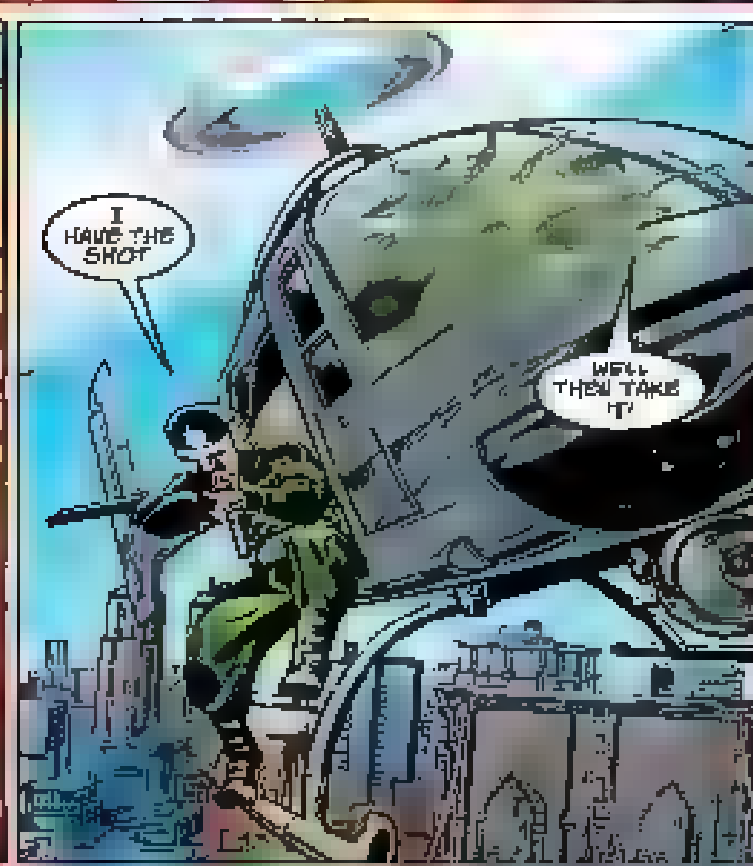
WINDOPE!

AGAIN, NOT THE BEST WE'VE THOUGHT OUT MOVE

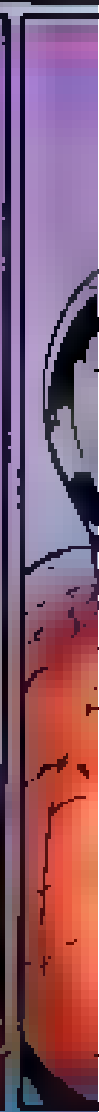
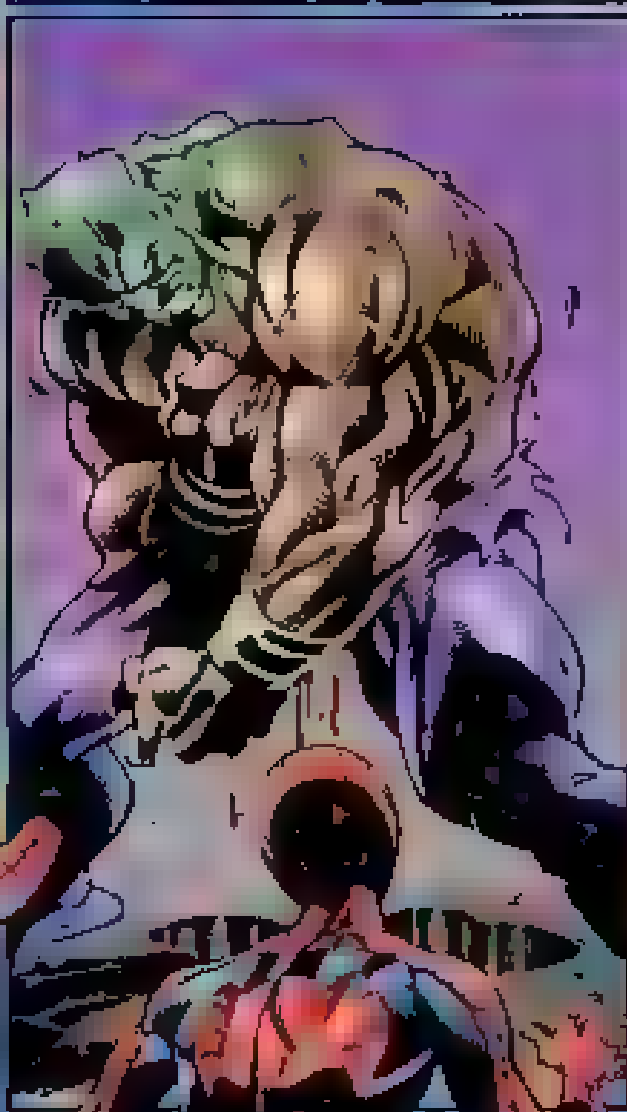
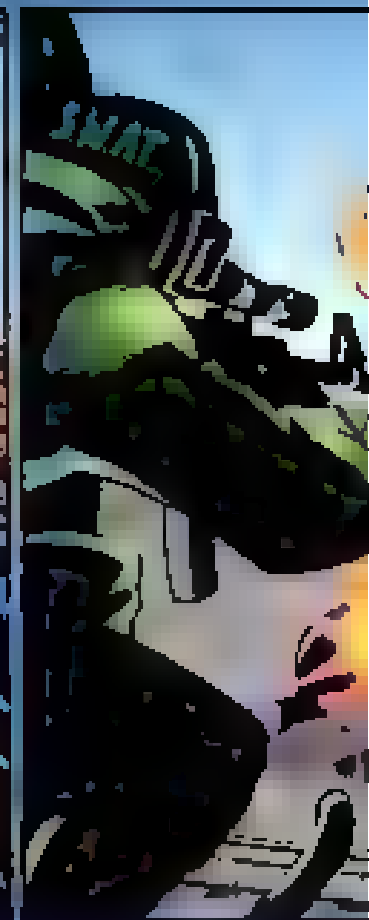
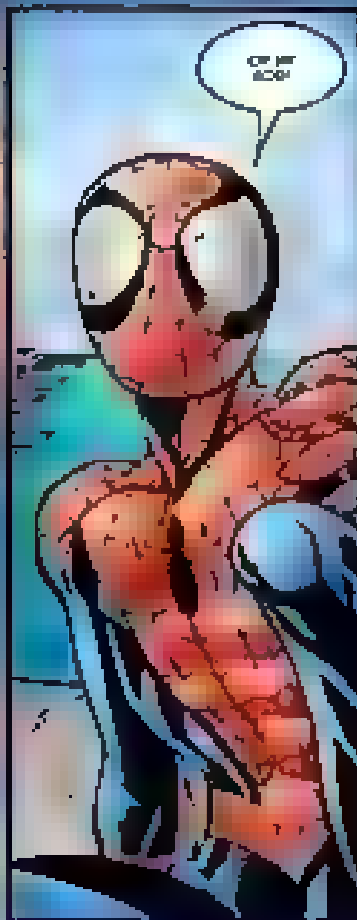
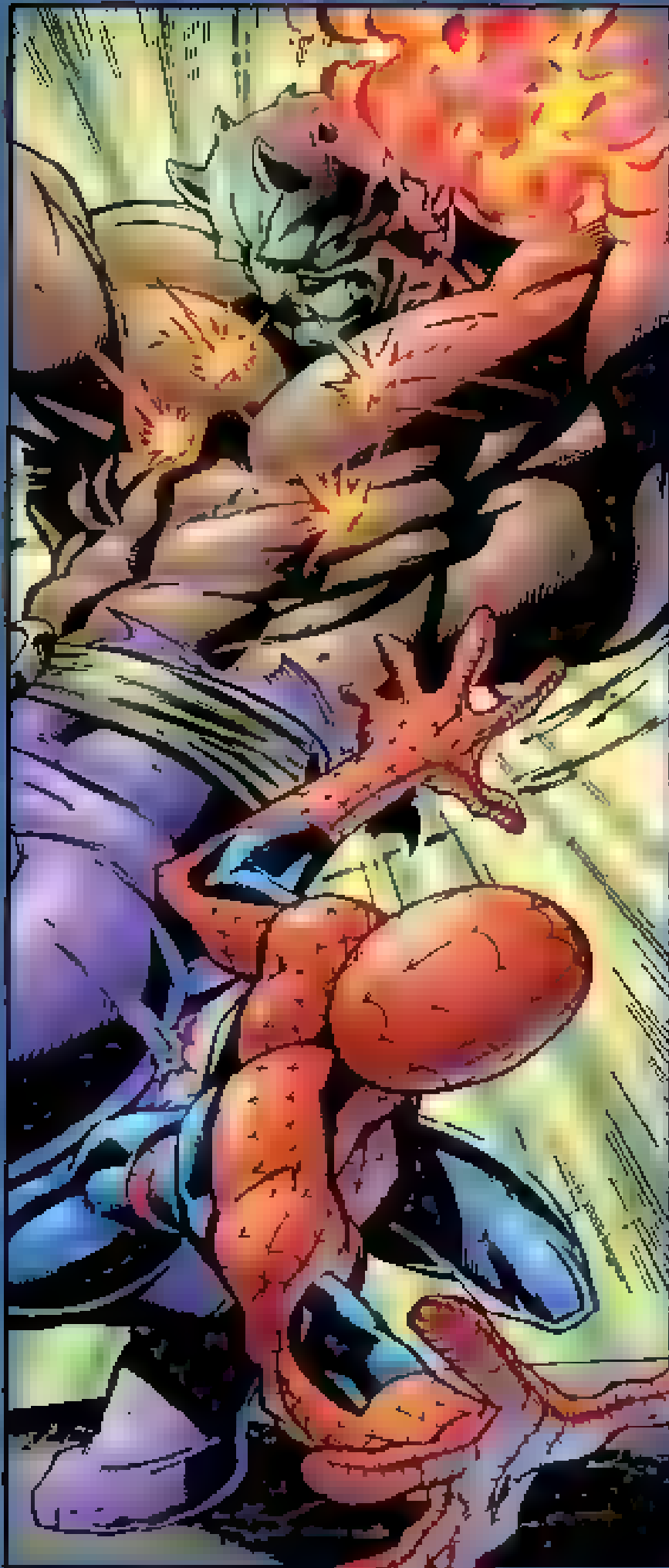
MIGHT WANT TO TAKE A NIGHT CLASS IN MID-AIR HUGE MONSTER FIST FIGHTING

WHO IS THIS GUY?

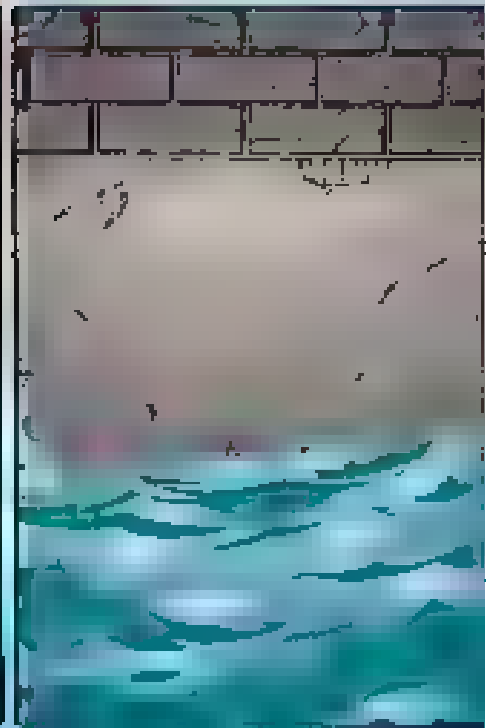
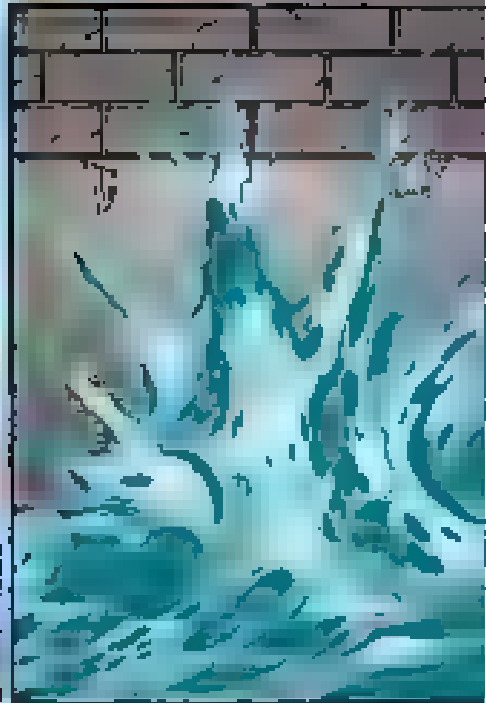
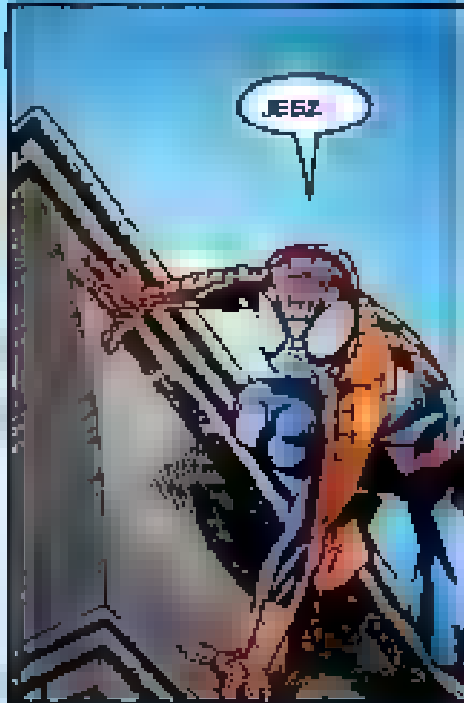










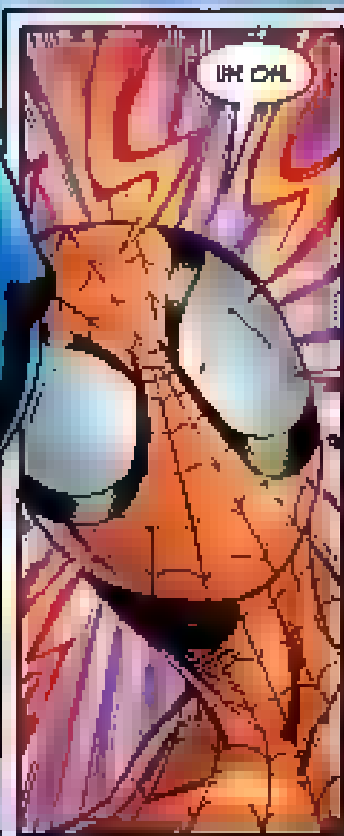




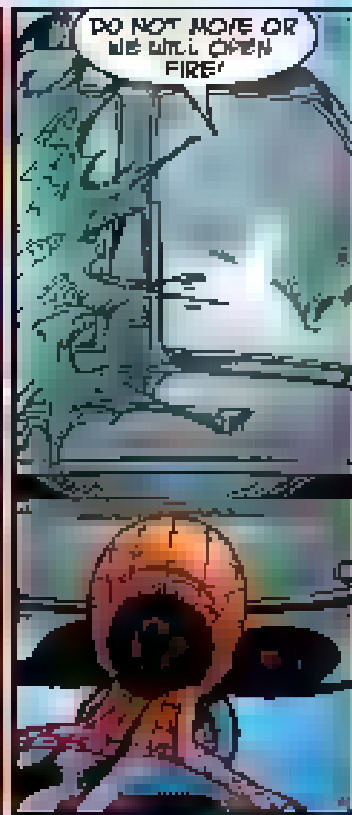
LISTEN,  
I'M GOING TO  
GO IN AND GET HIM  
SWING DOWN  
AND

YOU  
ARE UNDER  
ARREST LIE DOWN  
ON THE GROUND  
WITH YOUR HANDS  
OUT!

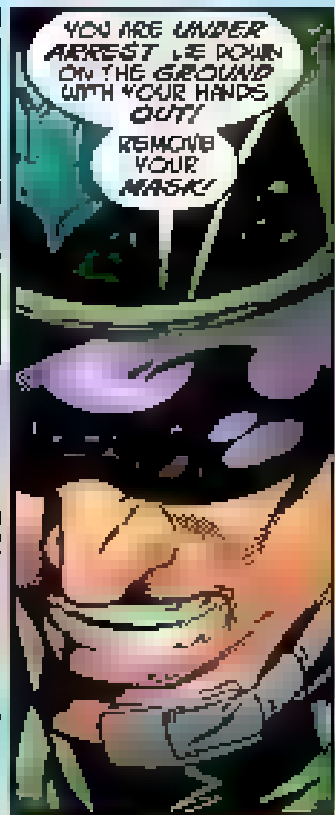
WHAT?  
WHAT DID I  
DO?



UH OH



DO NOT MOVE OR  
WE WILL OPEN  
FIRE!



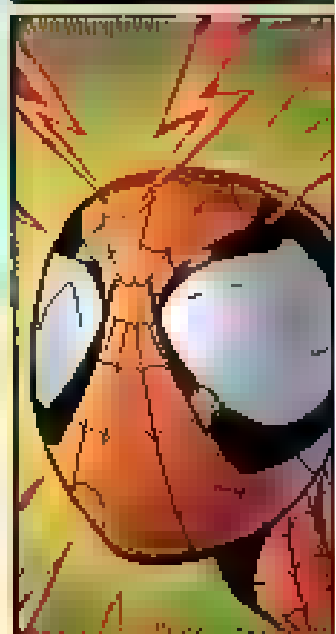
YOU ARE UNDER  
ARREST LIE DOWN  
ON THE GROUND  
WITH YOUR HANDS  
OUT!  
REMOVE  
YOUR  
MASK!

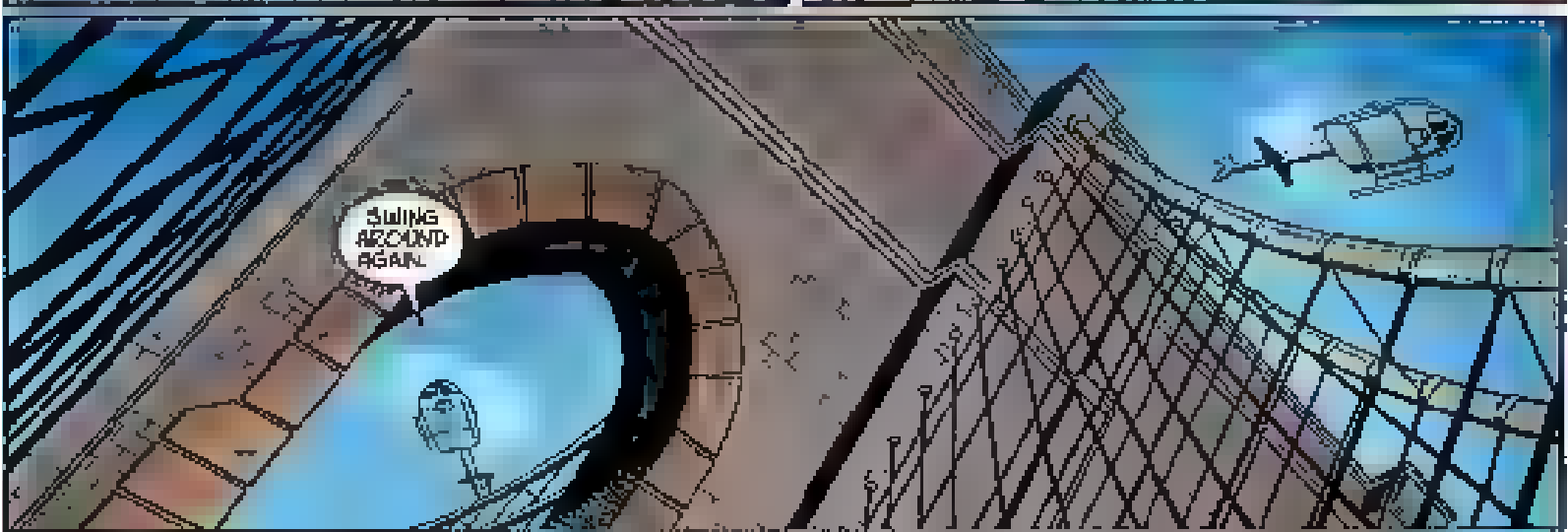
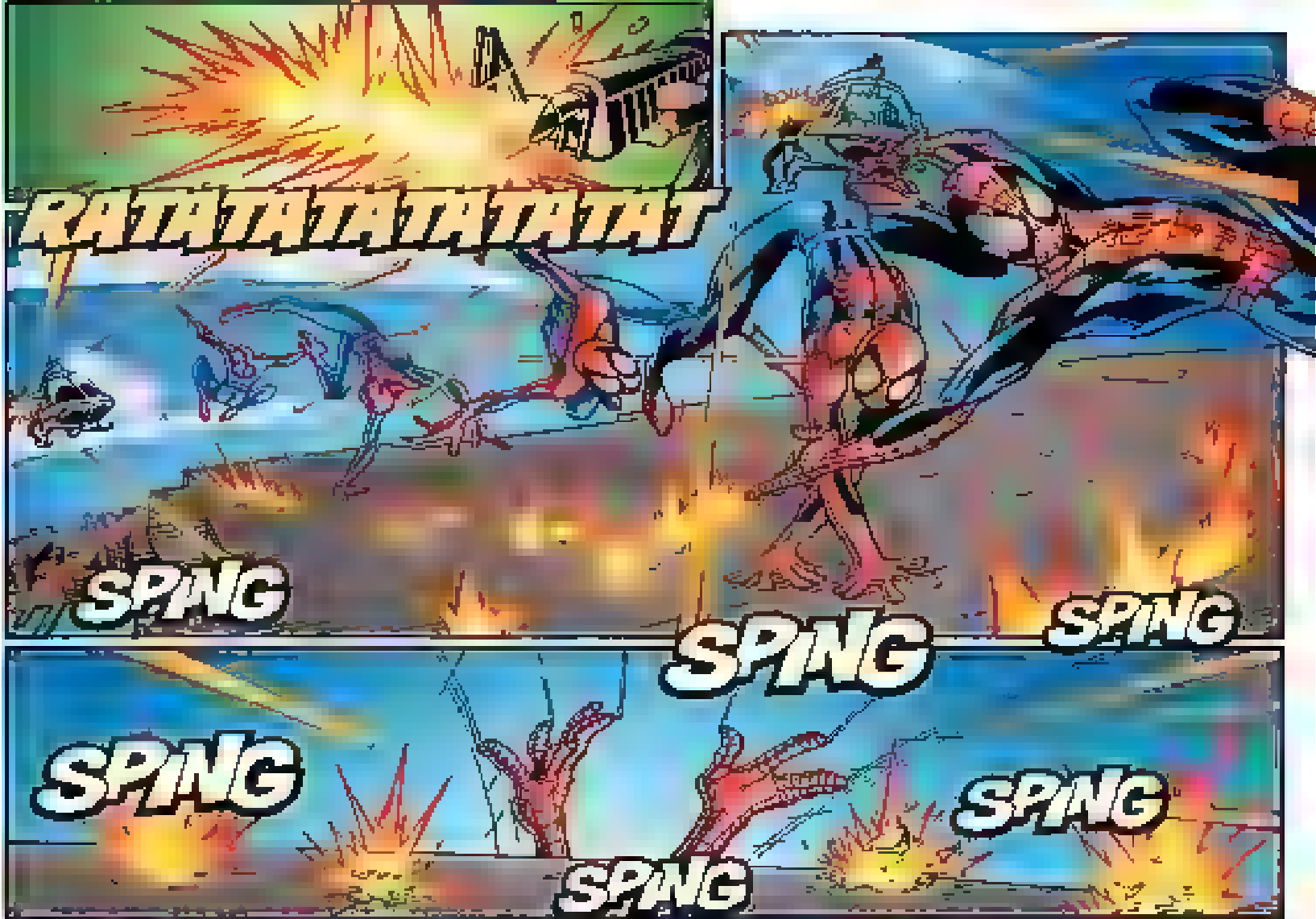


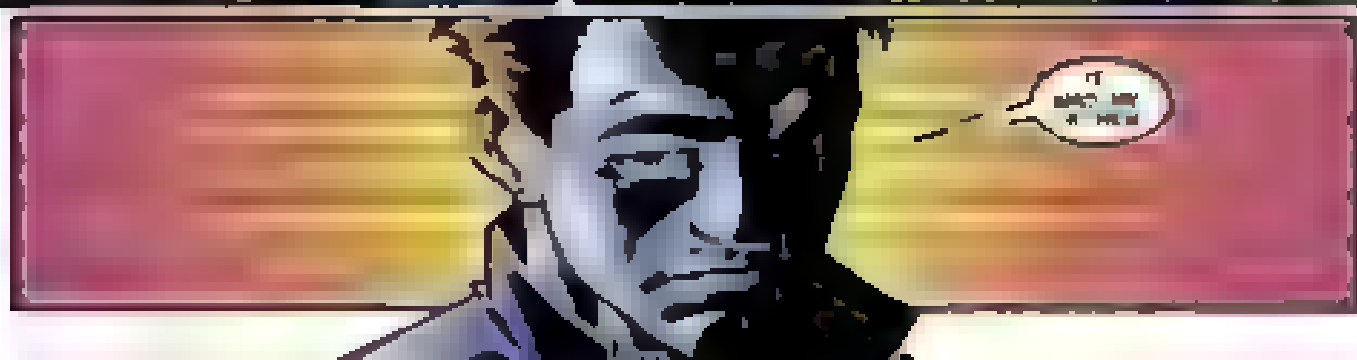
WAIT...  
WE GOTTA  
SAVE HIM IF  
WE CAN -



FREEZE!









HE DIDN'T  
DIE AT HIS LAB  
LAST WEEK LIKE  
THEY SAID



DUDE,  
YOU NEED A  
BREATH

THAT  
WAS THE HULK OR  
SOMETHING



IN HIS  
LAB. HIS LAB  
I WAS  
THERE

I SAW  
IT I SAW IT  
WITH MY OWN  
EYES

SAY  
WHAT?



HE TURNED  
INTO  
THAT?

DO YOU  
UNDERSTAND?

HE TURNED  
HIMSELF INTO  
THAT

ON  
PURPOSE?

AND HE KILLED MY MOM AND  
BURNED DOWN OUR HOUSE.  
AND NOW HE IS TRYING  
TO KILL ME

MAYBE IT'S A GOOD  
IDEA IF YOU COME  
WITH US, SON





HE TURNED  
HIMSELF INTO  
THAT THING  
AND  
NO ONE  
WILL TELL ME  
WHY



ON MY GOD! ON MY GOD!  
PETER!  
WE SAW IT ON CHANNEL ONE



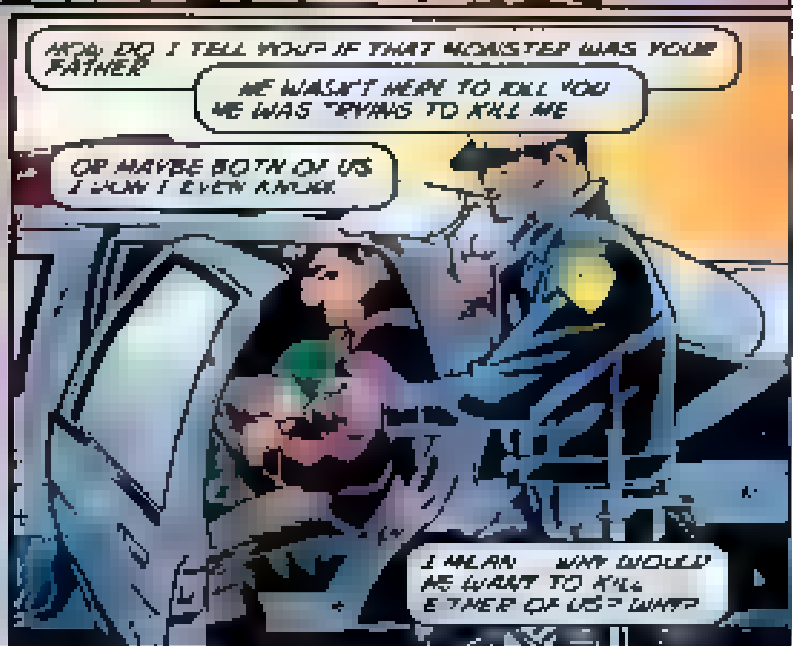
I'M OKAY  
ON MY GOD  
I'M OKAY  
I'M IF ANYTHING  
HAPPENED TO YOU

I'M OKAY

MOM

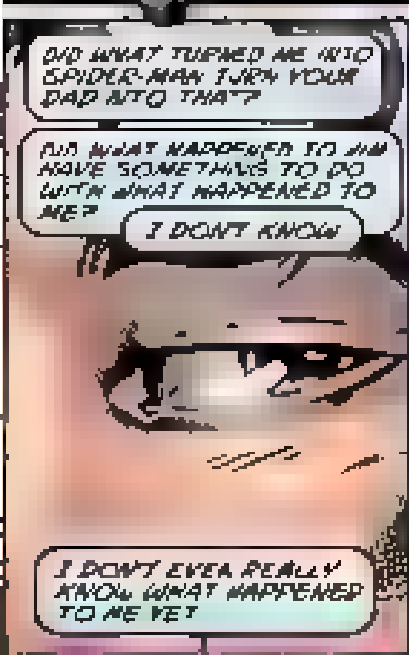


WILL HARRY  
SHOULD I TELL YOU  
THE TRUTH?



MOM, DO I TELL YOU IF THAT MONSTER WAS YOUR  
FATHER  
HE WASN'T HERE TO KILL YOU  
HE WAS TRYING TO KILL ME  
OR MAYBE BOTH OF US  
I DON'T EVEN KNOW

I MEAN WHY WOULD  
HE WANT TO KILL  
EITHER OF US? WHAT?



DID WHAT TURNED ME INTO  
SPIDER-MAN TURN YOUR  
DAD INTO THAT?

DID WHAT HAPPENED TO HIM  
HAVE SOMETHING TO DO  
WITH WHAT HAPPENED TO  
ME?

I DON'T KNOW

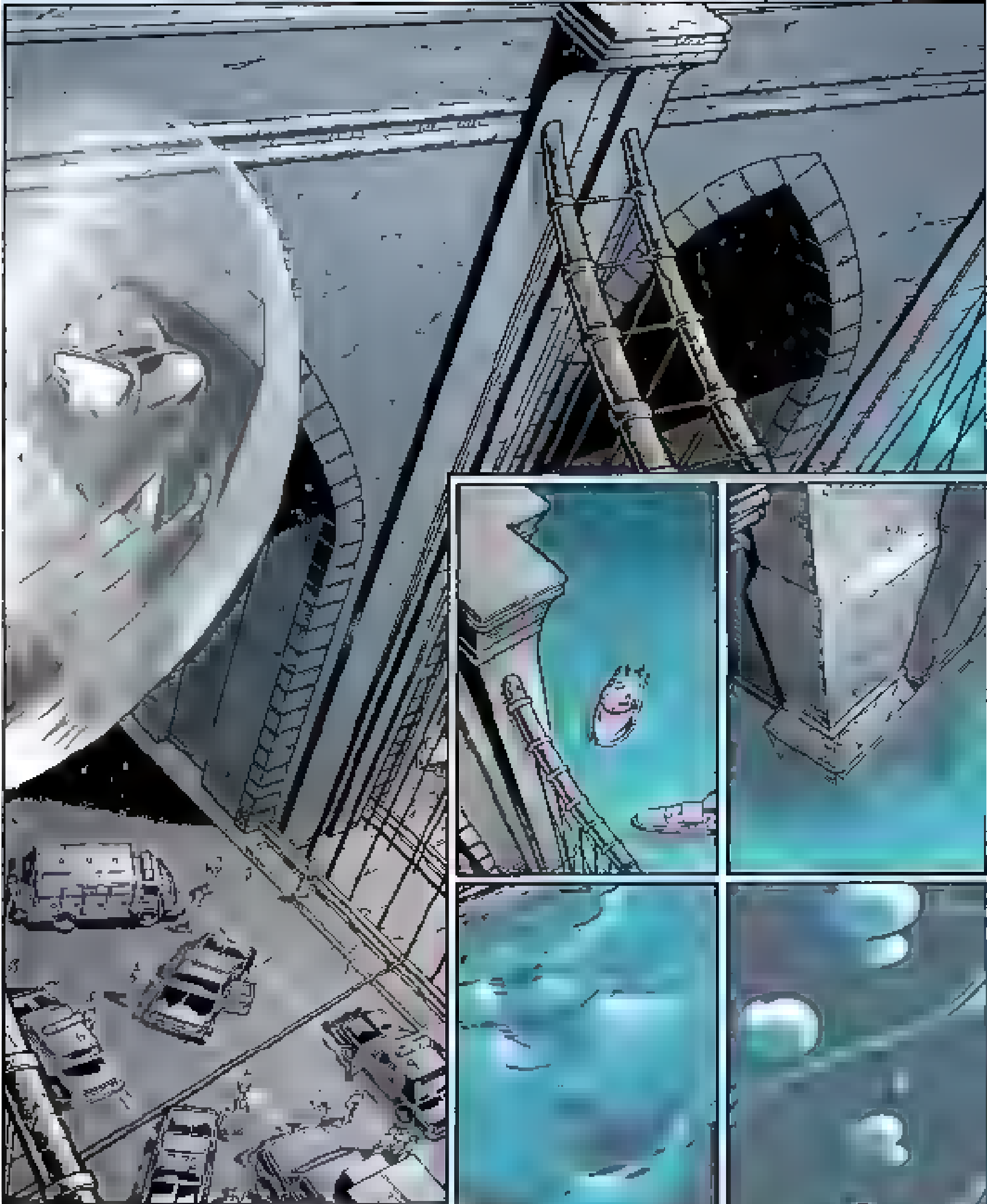
I DON'T EVEN REALLY  
KNOW WHAT HAPPENED  
TO ME YET



DOES IT EVEN MATTER  
NOW?

I MEAN IT'S ALL  
OVER

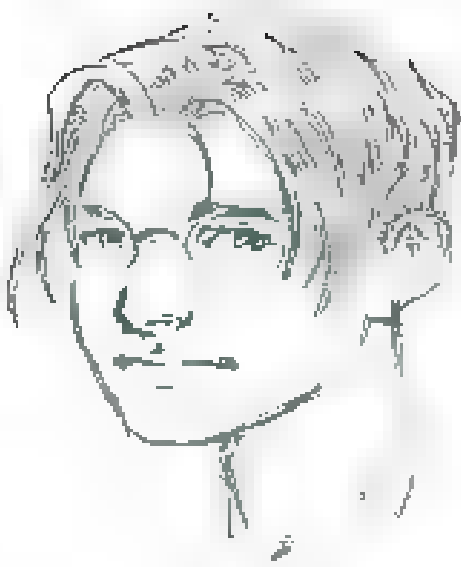
HANG IN THERE,  
HARRY



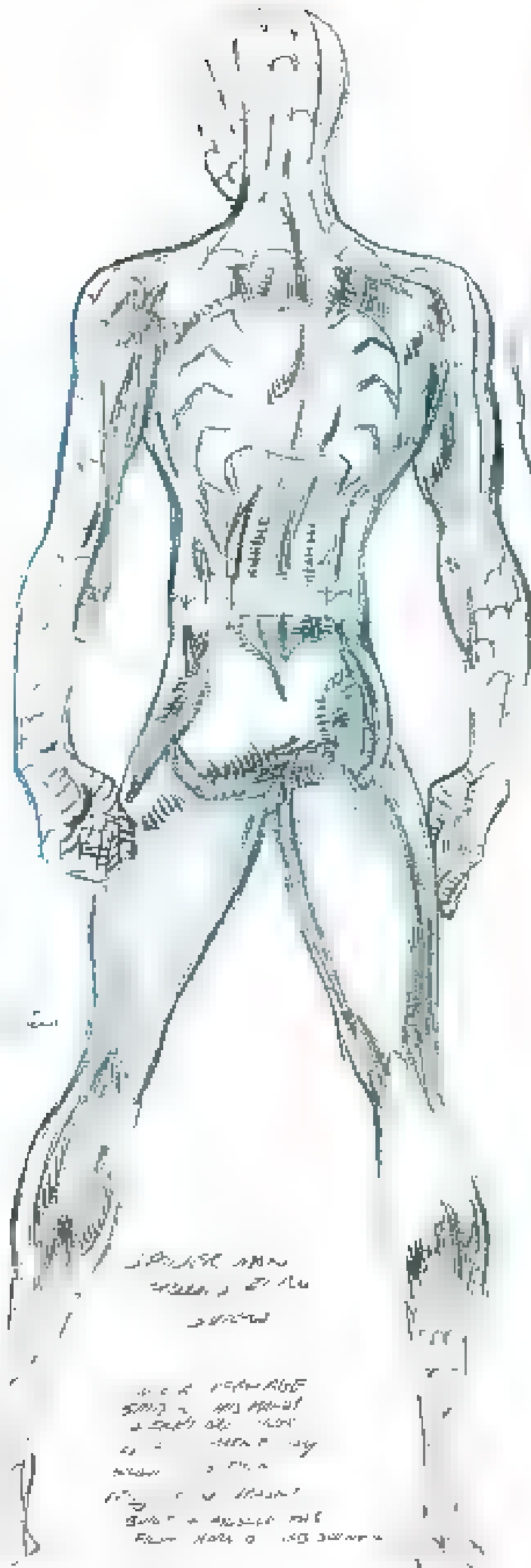
# PETER PARKER



Peter Parker  
5'4" - 9" in  
140 lbs  
a little nerdy  
but cool  
according to  
himself



# SPIDER-MAN



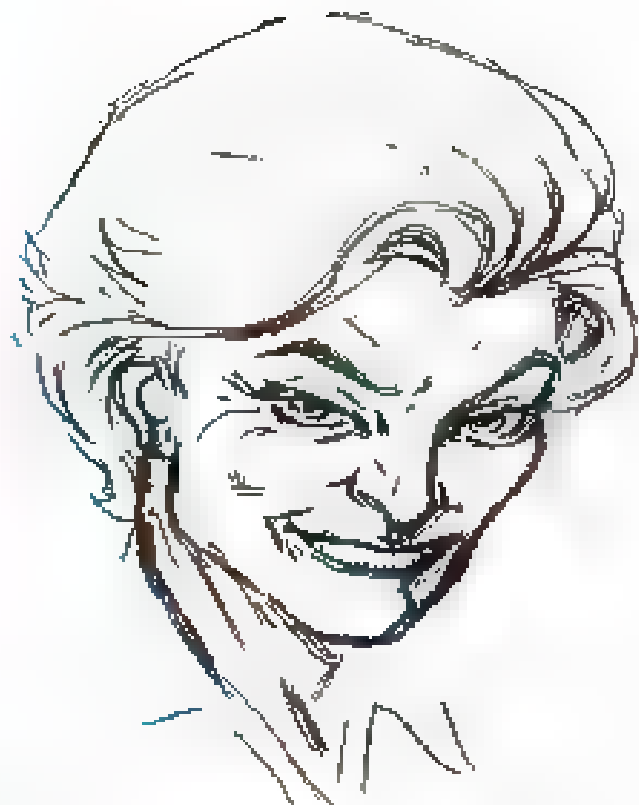
SPIDER-MAN  
TORSO & UPPER LEGS  
VIEW 1

1. C. H. 1. C. H. 1. C. H.  
2. S. 2. S. 2. S.  
3. S. 3. S. 3. S.  
4. S. 4. S. 4. S.  
5. S. 5. S. 5. S.  
6. S. 6. S. 6. S.  
7. S. 7. S. 7. S.  
8. S. 8. S. 8. S.  
9. S. 9. S. 9. S.  
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11. S. 11. S. 11. S.  
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13. S. 13. S. 13. S.  
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96. S. 96. S. 96. S.  
97. S. 97. S. 97. S.  
98. S. 98. S. 98. S.  
99. S. 99. S. 99. S.  
100. S. 100. S. 100. S.



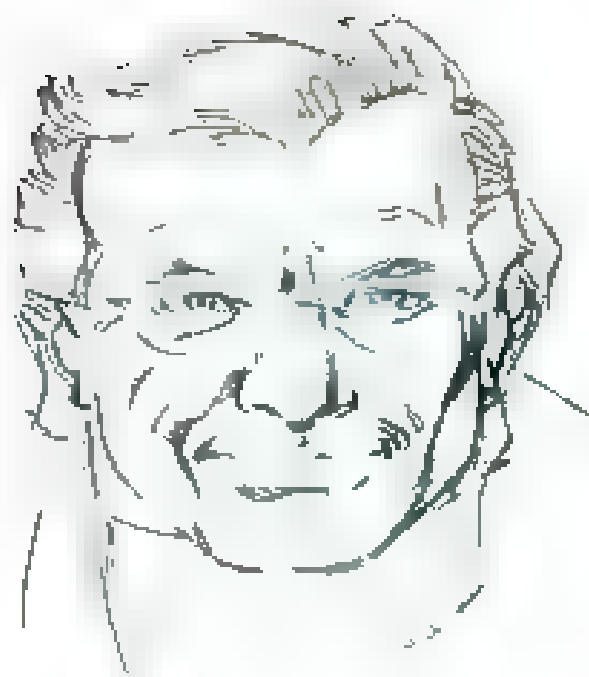
MARY JANE, 1875  
5'10" 140 lbs  
1875 MAR 11  
SHE'S ON THE 1000





*Aunt May -  
Cross Between  
Gene Lockard +  
Cecile Roberts*



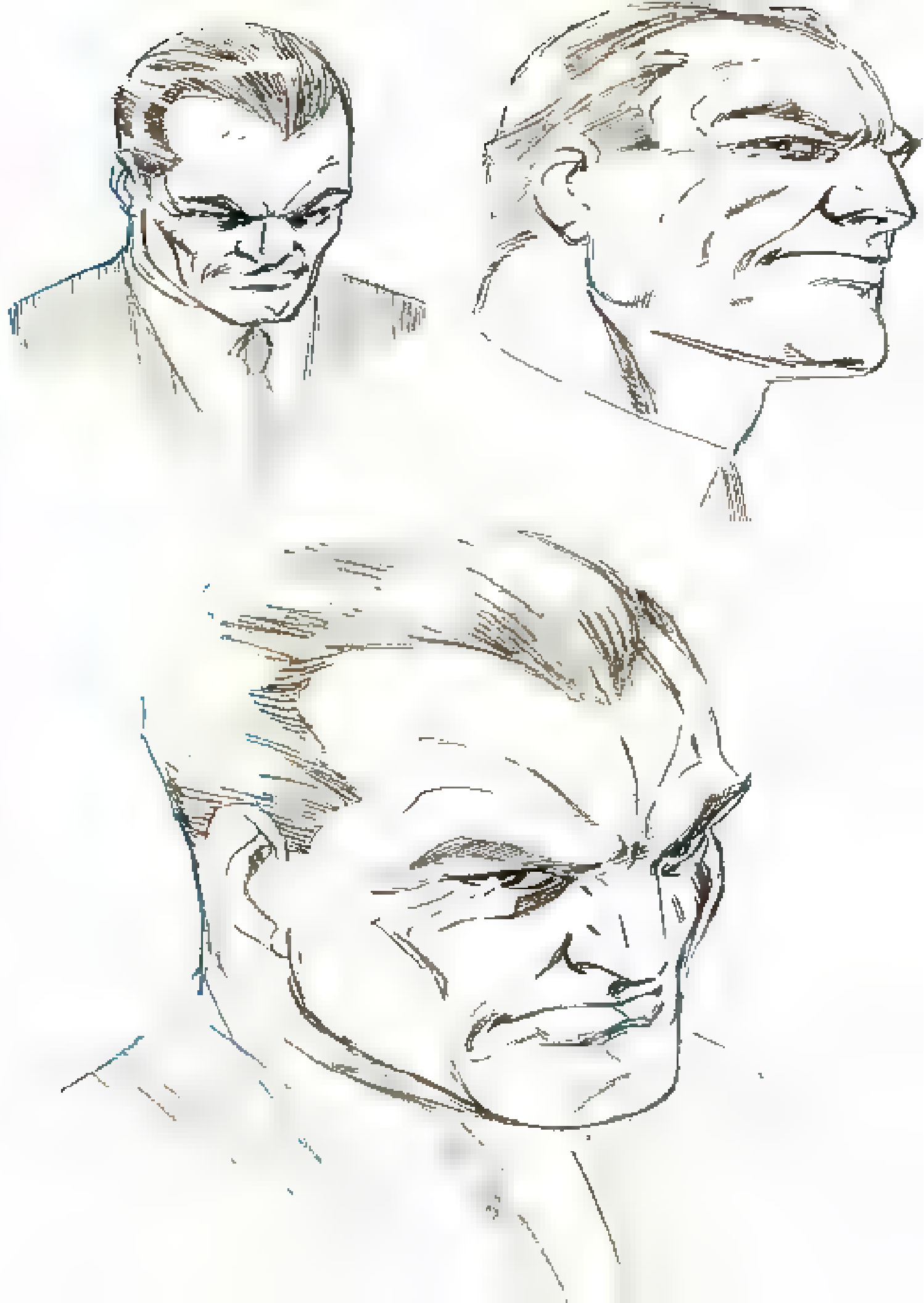


UNCLE BEN?  
WAS A UC' LIKE  
Tom PERCH  
MAYBE TOO HANDSOME?





# NORMAN OSBORN



# GIRLEN GOBLIN



HARRY OSBORN



Harry Osborn

KONG







**"A HERO FOR THE NEW MILLENNIUM."**

— WIZARD MAGAZINE

**"ONE OF THE MOST EMOTIONALLY RESONANT DEPICTIONS OF TEENHOOD IN COMICS SINCE SPIDER-MAN'S DEBUT."**

— ENTERTAINMENT WEEKLY

High school, puberty, first dances — there are many pitfalls to being young. Compound these with intense personal tragedy and super-powers, and you can start to visualize the world of Peter Parker, a.k.a. Spider-Man!

Witness the rebirth of a legend as Peter learns that with great power, there must also come great responsibility!

Collecting *Ultimate Spider-Man* #1-7, written by Brian Michael Bendis and illustrated by Mark Bagley, the longest-running creative team on a single title in Marvel Comics history!

**MARVEL**

PREMIERE  
EDITION

